

Division of Corporations

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TALLAHASSEE, FLORIDA

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FLORIDA LIMITED PARTNERSHIP
MENIN FAMILY PARTNERSHIP, LTD.

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Certificate of Status	0
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CERTIFICATE OF LIMITED PARTNERSHIP

OF


MENIN FAMILY PARTNERSHIP, LTD.

This Certificate of Limited Partnership (this "Certificate") is prepared and recorded pursuant to Chapter 520, Florida Statutes, and the undersigned swears to the following:

1. The name of the Partnership is MENIN FAMILY PARTNERSHIP, LTD.
2. The purpose and character of the business to be conducted by the Partnership is solely the acquiring, owning, holding, selling, transferring, exchanging, operating and managing an 89.9% limited partner interest in Downtown At The Gardens Associates, Ltd.
3. The address of the office of the Partnership is 3501 PGA Boulevard, Suite 201, Palm Beach Gardens, Florida 33410, Attention: Craig I. Menin.
4. The mailing address of the office of the Partnership is 3501 PGA Boulevard, Suite 201, Palm Beach Gardens, Florida 33410, Attention: Craig I. Menin.
5. The name and mailing address of the sole general partner is Craig I. Menin, 3501 PGA Boulevard, Suite 201, Palm Beach Gardens, Florida 33410.
6. The term for which the Partnership is to exist shall commence on the date hereof and shall continue until fifty (50) years thereafter unless earlier terminated by dissolution or termination of the Partnership.
7. The agent for service of process on the Partnership is Craig I. Menin, 3501 PGA Boulevard, Suite 201, Palm Beach Gardens, Florida 33410.

FILED
 2004 FEB 23 10:11
 STATE OF FLORIDA
 CLERK OF THE CIRCUIT COURT
 IN AND FOR THE COUNTY OF PALM BEACH

IN WITNESS WHEREOF, the undersigned has executed this Certificate the 22 day of February 2004.



 CRAIG I. MENIN

The undersigned hereby accepts the position of being the agent for service of process on the Partnership.



 CRAIG I. MENIN

Feb 23 2004 15:10 20735 CRSEY

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P. 3

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared CRAIG I. MENIN, who is personally known to me or who produced _____ as identification, showing him to be the individual named in the foregoing instrument, and he acknowledged to and before me that he executed the same for the purposes therein expressed.


WITNESS my hand and official seal in the State and County last aforesaid, this ____ day of February 2004.



Notary Public
State of Florida at Large


My commission expires:

STATE OF FLORIDA
COUNTY OF PALM BEACH

 Karen E. Smilen
My Commission 00000000
Expires May 06, 2007


Before me, the undersigned authority, personally appeared CRAIG I. MENIN, who is personally known to me or who produced _____ as identification, showing him to be the individual named in the foregoing instrument, and he acknowledged to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid, this ____ day of February 2004.



Notary Public
State of Florida at Large

My commission expires:

 Karen E. Smilen
My Commission 00000000
Expires May 06, 2007

Boose Casey Calkin Lubitz Mariens McBane & O'Connell

Northbridge Tower 1, 18th Floor; 515 North Flagler Drive, West Palm Beach, FL 33401

MMI 2/23/04 C:\Documents and Settings\Cornelia\Local Settings\Temporary Internet Files\OLK\Certificat of Limited Partnerships.doc

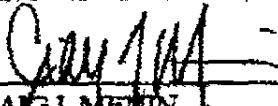
STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

CRAIG I. MENIN, the sole General Partner of MENIN FAMILY PARTNERSHIP, LTD., a Florida limited partnership (the "Partnership"), who, upon being duly sworn, certified and stated as follows:

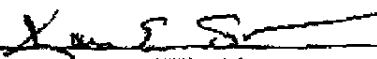
1. The total amount of capital contributions made by the Limited Partners to date is One Million Eight Hundred Seventy Eight Thousand Eight Hundred Eleven Dollars (\$1,878,811.00).
2. The maximum amount of additional capital contributions that will be anticipated to be contributed by the Limited Partners is: \$0.00.
3. The amount of initial capital being contributed by the General Partner is \$18,978.00 and it is not anticipated that the General Partner will contribute additional capital.
4. Under penalties of perjury, the undersigned acknowledges that he has read the foregoing and that the facts alleged are true to the best of his knowledge and belief.

IN WITNESS WHEREOF, the undersigned has executed this Affidavit the 22 day of February 2004.


CRAIG I. MENIN

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to and subscribed before me this 22 day of February 2004 by CRAIG I. MENIN, who is personally known to me.


Notary Public, State of Florida

