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February 28, 1996

WILLIAM E. DAVIS
OF COUNSEL

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SECRET 725648
-03/01/96--01075--005
***1837.50 ***1837.50

Re: Lakeside Telecom Land Limited Partnership

Dear Sir/Madam:

Enclosed please find original and copy of Certificate of Limited Partnership for the above referenced limited partnership together with check in the amount of \$1,837.50 representing filing fee (\$1,750.00), certified copy fee (\$52.50) and registered agent designation fee (\$35.00). Please file said Certificate of Limited Partnership and return to us a certified copy of the same.

Please do not hesitate to call us if you have any questions.

Sincerely,

Gerald J. Biondo
Gerald J. Biondo

SEARCHED	INDEXED
SERIALIZED	FILED
MAR 1 1996	
FBI - TAMPA	
ENCLOSURE	
GJB/afd	
G:\MARCUS\TAYLOR\SEC ST. LTR	
ENCLOSURES	
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TC
\$250,000.00

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CERTIFICATE OF LIMITED PARTNERSHIP
OF LAKESIDE TELECOM LAND LIMITED PARTNERSHIP

The undersigned, desiring to form a limited partnership, pursuant to the laws of the state of Florida, certify as follows:

- 1. The name of the Partnership is LAKESIDE TELECOM LAND LIMITED PARTNERSHIP, a Florida limited partnership.
- 2. The purpose of the Partnership is to acquire and manage real and personal property.
- 3. The principal place of business and mailing address of the Partnership is 2121 Ponce de Leon Boulevard, Penthouse, Coral Gables, Florida 33134.
- 4. The name and principal place of business of the General Partner is as follows:

General Partner: 096000015395
Lakeside Telecom Land, Inc.
2121 Ponce de Leon Boulevard
Penthouse
Coral Gables, Florida 33134

5. The term for which the Partnership is to exist is from the date of the Certificate of Limited Partnership is issued by the Secretary of State, through December 31, 2014, unless sooner terminated.

6. The amount of property initially contributed by the Limited Partners is \$250,000.00.

7. The Limited Partners are not required to contribute any additional capital to the Partnership.

8. The name and address of the Registered Agent for service of process is:
Stewart Marcus
2121 Ponce de Leon Boulevard
Penthouse
Coral Gables, Florida 33134

IN WITNESS WHEREOF, the undersigned, being duly sworn, have certified, sworn to and agreed to the foregoing this 26 day of February, 1996.

GENERAL PARTNER:

LAKESIDE TELECOM LAND, INC.

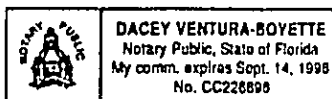
By: Stewart Marcus
Stewart Marcus, President

STATE OF FLORIDA)
): ss.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 26 day of February, 1996 by Stewart Marcus, as President of Lakeside Telecom Land, Inc., on behalf of the corporation. He is personally known to me or has produced _____ as identification.

Dacey Ventura-Bovette
NOTARY PUBLIC,
STATE OF FLORIDA
Print name: _____
Commission No.: _____

My Commission expires:
G\MARCUS\TAYLOR\TEL-LAND CER



CERTIFICATE OF REGISTERED AGENT
OF
LAKESIDE TELECOM LAND LIMITED PARTNERSHIP

In pursuance of Chapter 620.105, Florida Statutes, the following is submitted, in compliance with said Act:

That LAKESIDE TELECOM LAND LIMITED PARTNERSHIP is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Limited Partnership, at City of Coral Gables, County of Dade, State of Florida, has named Stewart Marcus, 2121 Ponce de Leon Blvd., Penthouse, Coral Gables, Florida 33134, as its agent to accept service of process within this State.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 26 day of February, 1996.

Smarius
Stewart Marcus

AFFIDAVIT

STATE OF FLORIDA)
) : ss.
COUNTY OF DADE)

BEFORE ME, the undersigned authority personally appeared STEWART MARCUS, who being duly sworn deposes and states as follows:

1. That he is the President of LAKESIDE TELECOM LAND, INC., the sole general partner in the partnership known as LAKESIDE TELECOM LAND LIMITED PARTNERSHIP.

2. That the capital of the Partnership is \$250,000.00, all of which was contributed by the limited partners. additional contributions are anticipated at this time.

Further Affiant sayeth naught.

Stewart Marcus
STEWART MARCUS

FILED
MAR - 1 AM 9 30
STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 26 day of February, 1996 by Stewart Marcus, who is personally known to me or who has produced _____ as identification.

Dacey Ventura-Boyette

NOTARY PUBLIC,
STATE OF FLORIDA

Print name: _____
Commission No.: _____

My Commission expires:

