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FLORIDA DIVISION OF CORPORATIONS

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076077002561

ACCT#:

CONTACT: ASTRID BUTTARI

PHONE: (305) 376-6023

FAX #:

(305) 376-6010

NAME: FORTE, LTD.

AUDIT NUMBER.....H98000001046

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..2

PAGES..... 4

CERT. COPIES.....3

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\$1,000.00

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FAX AUDIT NO.: H98000001046

CERTIFICATE OF LIMITED PARTNERSHIP
OF
FORTE, LTD.

The undersigned, acting as organizers of a Limited Partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act hereby adopts the following certificate for such Limited Partnership:

1. The name of the Limited Partnership is FORTE, LTD.
2. (a) The address of the office of the Partnership at which place the records shall be maintained is:

1000 West Avenue
Miami Beach, Florida 33139
Attention: Mr. John Forte

-
- (b) The name and address of the Partnership's agent for service of process is:

Forte Properties, Inc.
1000 West Avenue
Miami Beach, Florida 33139

-
-
3. The name and address of the General Partners are:

FORTE PROPERTIES, INC.
1000 West Avenue
Miami Beach, Florida 33139

JMF CORP.
1000 West Avenue
Miami Beach, Florida 33139

THIS DOCUMENT PREPARED BY:

Guillermo Fernandez-Quincoces, Esq.
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
2 South Biscayne Boulevard, Suite 3400
Miami, Florida 33131
Tel: (305) 376-6093

Florida Bar No.: 0268658

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FAX AUDIT NO.: H98000001046

4. The mailing address for the Limited Partnership is:

1000 West Avenue
Miami Beach, Florida, Florida 33139

5. The term of the Partnership shall commence on the date of filing of this Certificate with the Secretary of State of Florida and shall continue until December 31, 2047, unless sooner terminated as provided in the Articles of Limited Partnership Agreement.

IN WITNESS WHEREOF, the undersigned, as general partners of the Partnership, have hereto executed this Certificate of Limited Partnership as of the 16 day of January, 1998.

GENERAL PARTNERS:

FORTE PROPERTIES, INC.

By: [Signature]
JOHN FORTE, President

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Attest: [Signature]
Maria Restrepo, Secretary

[CORPORATE SEAL]

JMF CORP.

By: [Signature]
JOHN FORTE, President

Attest: [Signature]
Maria Restrepo, Secretary

[CORPORATE SEAL]

FAX AUDIT NO.: H98000001046

STATE OF FLORIDA)
 : SS
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 16 day of January, 1998 by **JOHN FORTE**, as the Sole Shareholder and President of **FORTE PROPERTIES, INC.** and **JMF CORPORATION**, general partners of **FORTE, LTD.**, for and on behalf of said Partnership. He

[X] is personally known to me, OR
[] has produced _____ as identification.

(Notary Seal)

Pilar Bernal
Notary Public, State of Florida

My Commission Expires:



PILAR BERNAL
My Commission CO472
Expires Jul. 06, 1999
Bonded by HAI
800-422-1555

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Having been named to accept service of process for the above stated Limited Partnership, at the place designated in this Certificate of Limited Partnership, I hereby act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

FORTE PROPERTIES, INC.Dated: January 16, 1998

By: [Signature]
JOHN FORTE, President

Attest:

[Signature]
Maria Restrepo, Secretary

[CORPORATE SEAL]



FAX AUDIT NO.: E98000001046

AFFIDAVIT

STATE OF FLORIDA)
): SS
 COUNTY OF MIAMI -DADE)

BEFORE ME, a Notary Public, personally appeared JOHN FORTE, as President of FORTE PROPERTIES, INC., a Florida corporation, General Partner of FORTE, LTD. ("Affiant"), who, after first being duly sworn, under oath, deposes and states that:

1. Affiant is the duly appointed authorized officer of FORTE PROPERTIES, INC., a Florida corporation (the "Corporation").
2. The Corporation is a General Partner of a Limited Partnership to be formed under the Florida Revised Uniform Limited Partnership Act under the name FORTE, LTD.
3. The capital contribution and anticipated capital of the initial limited partners \$1,000.00
4. The Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant further certifies that he has read the full facts of this affidavit and understands its contents.

FURTHER AFFIANT SAYETH NAUGHT.

FORTE PROPERTIES, INC.

By: [Signature]
 JOHN FORTE, President

The foregoing instrument was acknowledged before me this 16 day of January, 1998 by JOHN FORTE, as President of Forte Properties, Inc., who is personally known to me or has produced _____ as identification.

Pilar Bernal
 Notary Public, State of Florida

My Commission Expires:



PILAR BERNAL
 My Commission CC478618
 Expires Jul. 06, 1999
 Bonded by HAI
 800-422-1555