



THE UNITED STATES
CORPORATION
COMPANY

A98000000312

ACCOUNT NO. : 072100000032

REFERENCE : 690085 4311473

AUTHORIZATION :

COST LIMIT :

Peterson Pysito
\$148,745

ORDER DATE : February 2, 1998

ORDER TIME : 11:18 AM

ORDER NO. : 690085-010

100002419121--4

CUSTOMER NO: 4311473

CUSTOMER: Ms. Louise J. Allen
STEARNS WEAVER MILLER WEISSLER
ALHADEFF & SITTERSON, P.A.
Museum Tower, Suite 2200
150 West Flagler Street
Miami, FL 33130

DOMESTIC FILING

NAME: TRG SPRINGS, LTD.

FILE SECOND

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

DK 2/2/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -2 PM 5:08

RECEIVED
98 FEB -2 PM 4:22
DIVISION OF CORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

OF

TRG SPRINGS, LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -2 PM 5:08

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole General Partner of TRG SPRINGS, LTD., a Florida limited partnership (the "Partnership"), hereby executes and submits for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:

TRG SPRINGS, LTD.

2. The office and principal place of business for the Partnership currently is:

2828 Coral Way, Penthouse Suite
Miami, Florida 33145

3. The name and address of the agent for service of process on the Partnership

is:

Michael R. Hammon
2828 Coral Way, Penthouse Suite
Miami, Florida 33145

4. The name and address of the General Partner of the Partnership is:

TRG Springs, Inc.
2828 Coral Way, Penthouse Suite
Miami, Florida 33145

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5. The mailing address of the Partnership is:

2828 Coral Way, Penthouse Suite
Miami, Florida 33145

6. The latest date upon which the Partnership shall dissolve is December 31, 2038.

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as General Partner, pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: January 28, 1998

TRG SPRINGS, INC., a Florida
corporation, as General Partner


By: _____

Michael R. Hammon
Its: Senior Vice President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Michael R. Hammon hereby accepts his appointment as registered agent for TRG SPRINGS, LTD., a Florida limited partnership and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: January 8, 1998



Michael R. Hammon


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 11 AM 5:08

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -2 PM 5:08

BEFORE ME, the undersigned authority, personally appeared Michael R. Hammon, as Senior Vice President of TRG SPRINGS, INC., a Florida corporation, as General Partner of TRG SPRINGS, LTD., a Florida limited partnership (the "Partnership"), who states as follows:

- TRG SPRINGS, INC., a Florida corporation, as General Partner

The foregoing instrument was acknowledged before me this 28th day of January, 1998 by Michael R. Hammon, as Senior Vice President of TRG SPRINGS, INC., a Florida corporation, as General Partner of TRG SPRINGS, LTD., a Florida limited partnership (the "Partnership"), who is personally known to me or who has produced a driver's license as identification and who did not take an oath.

 NOTARY PUBLIC, STATE OF FLORIDA
MARCELINA MORALES
COMMISSION NO: GC-884184
MY COMMISSION EXPIRES
JUN. 16, 1993