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CERTIFICATE OF LIMITED PARTNERSHIP

OF

MILAN-DAVIS PROPERTIES, LTD.

- 1. Name of Limited Partnership: Milan-Davis Properties, Ltd.
- Business Address: 17 Davis Boulevard, Tampa, Florida 33606.
- Name of Registered Agent for Service of Process: C T Corporation System
- Florida Street Address for Registered Agent: c/o C T Corporation System, 1200
 South Pine Island Road, Plantation, Florida 33324.
- Acceptance by the Registered Agent for Service of Process:

CT CORPORATION SYSTEM

By: Randy A. Shelley

Title: Asst. Secretary

- 6. Mailing Address of Limited Partnership: 111 East 61st Street, New York, New York 10021.
- 7. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2030.
- NAME AND ADDRESS OF GENERAL PARTNER:

Seventeen Davis Realty Corporation 111 East 61st Street

New York, New York 10021

P98010012346

Signed this 6 day of February, 1998.

MILAN-DAVIS PROPERTIES, LTD.

Jenney T. Slovin, President

Seventeen Davis Realty Corporation,

General Partner

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Jeffrey T. Slovin, President of Seventeen Davis Realty Corporation, a Florida corporation, the general partner of Milan Davis Properties, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership" who certifies as follows:

- 1. The amount of capital contributions of the limited partners is \$99,000.00.
- 2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$99,000.00.

This \underline{q} day of February, 1998.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

General Partner

SEVENTEEN DAVIS MEALTY CORPORATION

By:____

lovin. President

STATE OF NEW YORK COUNTY OF New York Date 2/9/9/

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Jeffrey T. Slovin, President, Seventeen Davis Realty Corporation, General Partner of Milan-Davis Properties, Ltd., known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this _______ day of February, 1998.

[SEAL]

JORDAN MOST NOTARY PUBLIC, State of New York No. 02M05076775 Qualified in New York County Commission Expires April 28, 1999 Notary Public, State of New York

My commission expires