



ACCOUNT NO. : 072100000032

REFERENCE : 736620 4311473

AUTHORIZATION :

COST LIMIT : \$ 148.75

ORDER DATE : March 11, 1998

ORDER TIME : 10:29 AM

ORDER NO. : 736620-010

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

100002453981--8

DOMESTIC FILING

NAME: TRG BRICKELL BAY, LTD.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

       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: Cassandra Bryant

EXAMINER'S INITIALS:

A98-670

Name	DR 3-11
Availability	
Document	
Examiner	
Updater	
Updater	
Verifier	
Acknowledgement	
W. P. Verifier	

98 MAR 11 PM 3:54

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DIVISION OF CORPORATIONS

98 MAR 11 PM 12:15

RECEIVED

**CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

**TRG BRICKELL BAY, LTD.**

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole General Partner of TRG BRICKELL BAY, 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 BRICKELL BAY, 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:  
Roberto S. Rocha  
2828 Coral Way, Penthouse Suite  
Miami, Florida 33145

4. The name and address of the General Partner of the Partnership is:  
TRG Brickell Bay, Inc.  
2828 Coral Way, Penthouse Suite  
Miami, Florida 33145

998-23065

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, 2048.

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: MARCH 9, 1998

TRG BRICKELL BAY, INC., a Florida  
corporation, as General Partner

By: 

Roberto S. Rocha

Its: Vice President

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**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

Roberto S. Rocha hereby accepts his appointment as registered agent for TRG BRICKELL BAY, 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: MARCH 9., 1998



Roberto S. Rocha

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**


STATE OF FLORIDA        )  
                                  ) SS:  
COUNTY OF DADE        )

BEFORE ME, the undersigned authority, personally appeared Roberto S. Rocha, as Senior Vice President of TRG BRICKELL BAY, INC., a Florida corporation, as General Partner of TRG BRICKELL BAY, LTD., a Florida limited partnership (the "Partnership"), who states as follows:

1. The aggregate capital contributions made by the Limited Partners of the Partnership to the Partnership is \$990.00.

2. It is not anticipated that the Limited Partners will make any additional contributions to the capital of the Partnership other than as set forth in Number 1, above.

TRG BRICKELL BAY, INC., a Florida  
corporation, as General Partner

By:   
Roberto S. Rocha  
Its: Senior Vice President

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The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of MARCH, 1998 by Roberto S. Rocha, as Vice President of TRG BRICKELL BAY, INC., a Florida corporation, as General Partner of TRG BRICKELL BAY, 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.

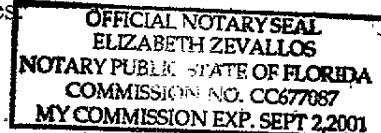
ELIZABETH ZEVALLOS

Print or Stamp Name:

Notary Public, State of Florida at Large

Commission No.:

My Commission Expires



I:\W-CO\30364\400\clp-bb