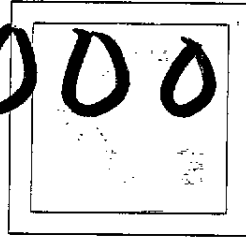


A98000001104



Courtelis
Company

April 8, 1998

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

600002485486--5
-04/10/98--01109--001
****787.50 ****787.50

Re: **Floridian Town Center Associates, Ltd.**

Ladies and Gentlemen:

440

W98-8534

With reference to the formation of the aforementioned entity as a Florida limited partnership, enclosed herewith are the following original document and instrument, to wit:

1. Certificate of limited partnership of Floridian Town Center Associates, Ltd., executed by its corporate general partner, Newcaster Devcorp, Inc., a Florida corporation, on April 6, 1998, and which has attached to it the limited partnership registered agent designation and the affidavit of capital contributions, both of which have also been executed by Newcaster Devcorp, Inc.; and
2. Courtelis Company's check number 32016, made payable to the Florida Department of State, in the amount of \$787.50, which represents the filing fee for the formation of same based upon an initial contribution of \$100,000.00 by the partners (i.e., \$700.00), a certified copy of the certificate (i.e., \$52.50) and the resident agent designation (i.e., \$35.00).

Once the limited partnership has been formed, kindly return the certified copy of the certificate to the undersigned.

Sincerely yours,

Victor L. Stosik
Victor L. Stosik
General Counsel

VLS/cem
Enclosures

701 Brickell Ave., Suite 1400
Miami, Florida 33131-2822
Telephone: (305) 379-8467
Facsimile: (305) 381-7875

FILED
98 MAY -5 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(LTR5-3SECYOFST.2)



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 16, 1998

VICTOR L. STOSIK
COURTELIS COMPANY
701 BRICKELL AVE., SUITE 1400
MIAMI, FL 33131-2822

SUBJECT: FLORIDIAN TOWN CENTER ASSOCIATES, LTD.
Ref. Number: W98000008534

We have received your document for FLORIDIAN TOWN CENTER ASSOCIATES, LTD. and your check(s) totaling \$787.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 620.114, Florida Statutes, requires the original certificate of limited partnership, an affidavit, a certificate of cancellation, or supplemental affidavit to be signed by all of the general partners.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 498A00020446

FILED
98 MAY -5 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
FLORIDIAN TOWN CENTER ASSOCIATES, LTD.**

The undersigned General Partners, desiring to form a limited partnership pursuant to Section 620.108 of the Florida Statutes, does hereby certify and swear to the following:

1. The name of the limited partnership is FLORIDIAN TOWN CENTER ASSOCIATES, LTD.

2. The location of the principal place of business of the limited partnership is 701 Brickell Avenue, Suite 1400, Miami, Florida 33131-2822.

3. The name of the agent for service of process on the limited partnership required to be maintained pursuant to the provisions of Section 620.105 of the Florida Statutes is W. Douglas Pitts, whose address is 701 Brickell Avenue, Suite 1400, Miami, Florida 33131-2822.

4. The names and business addresses of the general partners are NEWCASTER DEVCORP, INC., a Florida corporation, 701 Brickell Avenue, Suite 1400, Miami, Florida 33131-2822, and OBP 1 CORPORATION, a Florida corporation, 2640 Golden Gate Parkway, Suite 115, Naples, Florida 34105, with NEWCASTER DEVCORP, INC., being the managing general partner.

5. The mailing address for FLORIDIAN TOWN CENTER ASSOCIATES, LTD., is 701 Brickell Avenue, Suite 1400, Miami, Florida 33131-2822.

6. The latest date upon which the limited partnership is to dissolve is December 31, 2062, unless otherwise agreed in writing by the partners.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the managing General Partner of FLORIDIAN TOWN CENTER ASSOCIATES, LTD., this 6th day of April, 1998.

GENERAL PARTNERS:

NEWCASTER DEVCORP, INC.
Florida corporation

By: W. Douglas Pitts, President

OBP 1 CORPORATION, a Florida corporation

By: Paul J. Marinelli, President

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

BEFORE ME, personally appeared W. Douglas Pitts, known to me to be President of NEWCASTER DEVCORP, INC., a Florida corporation, a General Partner of FLORIDIAN

LIMITED PARTNERSHIP REGISTERED AGENT DESIGNATION

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

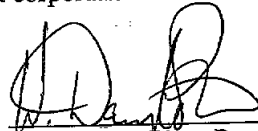
IN COMPLIANCE WITH SECTION 620.105(2), FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FLORIDIAN TOWN CENTER ASSOCIATES, LTD., with its principal place of business at 701 Brickell Avenue, Suite 1400, Miami, Florida 33131-2822, has named NEWCASTER DEVCORP, INC., a Florida corporation, located at 701 Brickell Avenue, Suite 1400, Miami, State of Florida, as its Agent to accept service of process within Florida.

GENERAL PARTNERS:

NEWCASTER DEVCORP, INC., a
Florida corporation

By:


W. Douglas Pitts, President

Date: April 6, 1998

OBP 1 CORPORATION, a Florida
corporation

By:

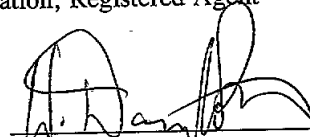

Paul J. Marinelli, President

Date: April 27, 1998

Having been named to accept service of process as statutory registered agent for the above stated limited partnership, at the place designated in this certificate, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 620.192 Florida Statutes.

NEWCASTER DEVCORP, INC., a Florida
corporation, Registered Agent

By:


W. Douglas Pitts
President

Date: April 6, 1998

TOWN CENTER ASSOCIATES, LTD., in the foregoing instrument, and known to me to be the person who executed the same, and he acknowledged before me that said instrument is his act and deed and that he executed the same for the purposes therein expressed in the capacities stated herein. He is personally known to me and did/did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 6th day of April, 1998.

Victor L. Stosik
Name: _____
Notary Public, State of Florida

My Commission Expires:



STATE OF FLORIDA)
) SS:
COUNTY OF COLLIER)

BEFORE ME, personally appeared Paul J. Marinelli, known to me to be President of OBP 1 CORPORATION, a Florida corporation, a General Partner of FLORIDIAN TOWN CENTER ASSOCIATES, LTD., in the foregoing instrument, and known to me to be the person who executed the same, and he acknowledged before me that said instrument is his act and deed and that he executed the same for the purposes therein expressed in the capacities stated herein. He is personally known to me and did/did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 27th day of April, 1998.

Gail Smith
Name: Gail Smith
Notary Public, State of Florida

My Commission Expires:



FILED
98 MAY -5 PM 2:28
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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

BEFORE ME, the undersigned authority, personally appeared W. Douglas Pitts, the President of Newcaster Devcorp, Inc., a Florida corporation, and a general partner of Floridian Town Center Associates Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership", who, upon being duly sworn, certified as follows:

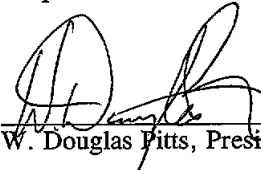
1. The amount of the initial capital contributions made by the limited partners to the Partnership is, in the aggregate, \$100,000.00.

2. At this time, the anticipated amount of the capital contributions to be made by the limited partners to the Partnership is, in the aggregate, \$100,000.00.

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

GENERAL PARTNER:

NEWCASTER DEVCORP, INC.
Florida corporation

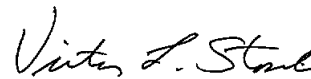
By: 
W. Douglas Pitts, President

Date: April 6, 1998
Miami, Florida

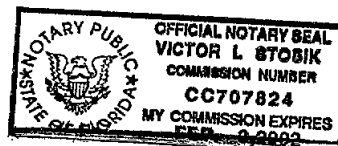
FILED
98 MAY -5 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 W. Douglas Pitts, as President of Newcaster Devcorp, Inc., a Florida corporation and a general partner of Floridian Town Center Associates, 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 the President of the General Partner of said Partnership. He is personally known to me and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 6th day of April, 1998.


Name: _____
Notary Public, State of Florida

My Commission Expires:



AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF COLLIER)

BEFORE ME, the undersigned authority, personally appeared Paul J. Marinelli, the President of OBP 1 Corporation, a Florida corporation, and a general partner of Floridian Town Center Associates Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership", who, upon being duly sworn, certified as follows:

1. The amount of the initial capital contributions made by the limited partners to the Partnership is, in the aggregate, \$100,000.00.
2. At this time, the anticipated amount of the capital contributions to be made by the limited partners to the Partnership is, in the aggregate, \$100,000.00.

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

GENERAL PARTNER:

OBP 1 CORPORATION, a Florida
corporation

By:


Paul J. Marinelli, President

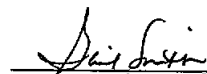
Date: April 27, 1998

Naples, Florida

FILED
98 MAY -5 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Paul J. Marinelli, as President of OBP 1 Corporation, a Florida corporation and a general partner of Floridian Town Center Associates, 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 the President of the General Partner of said Partnership. He is personally known to me and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 27th day of April, 1998.


Name: Gail Smith
Notary Public, State of Florida

My Commission Expires:

