



THE UNITED STATES
CORPORATION
COMPANY

A98000001939

ACCOUNT NO. : 072100000032

REFERENCE : 928618 4311473

AUTHORIZATION :

Patricia Pizute

COST LIMIT : \$ 140.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 14 AM 9:44

ORDER DATE : August 14, 1998

ORDER TIME : 3:11 PM

ORDER NO. : 928618-010

CUSTOMER NO: 4311473

998A00042457

600002616876-18

CUSTOMER: Patricia Green, Esq
STEARNS WEAVER MILLER WEISSLER
ALHADEFF & SITTERSON, P.A.
Museum Tower, Suite 2200
150 West Flagler Street
Miami, FL 33130

DOMESTIC FILING

NAME: PLACE VENDOME II, LTD.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

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DIVISION OF CORPORATION

BN
8/14/98

CERTIFICATE OF LIMITED PARTNERSHIP

OF

PLACE VENDOME II, LTD.

FILED STATE
DIVISION OF CORPORATIONS
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Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being all of the General Partners of PLACE VENDOME, LTD., a Florida limited partnership (the "Partnership"), hereby execute and submit 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:

PLACE VENDOME II, LTD.

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

12550 Biscayne Blvd., Suite 215
North Miami, Florida 33181

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

Patricia K. Green	2200 Museum Tower
	150 West Flagler Street
	Miami, Florida 33130

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

Castle One, Ltd. A9800000991
12550 Biscayne Blvd., Suite 215
North Miami, Florida 33181

5. The mailing address of the Partnership is:

12550 Biscayne Blvd., Suite 215
North Miami, Florida 33181

6. The latest date upon which the Partnership shall dissolve is December 31, 2048.

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

DATED: August 13, 1998

CASTLE ONE, LTD., a Florida
limited partnership

By: Castle One Corp., a
Florida corporation

By: Elliot Stone
Elliot Stone
President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Patricia K. Green hereby accepts her appointment as
registered agent for PLACE VENDOME II, LTD., a Florida limited
partnership and states that she is familiar with and accepts the
obligations provided for in Florida Statutes Section 607.0501.

DATED: August B, 1998

Patricia K. Green
Patricia K. Green

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Elliot Stone as President of Castle One Corp., a Florida corporation, the general partner of CASTLE ONE, LTD., a Florida limited partnership, as General Partner of PLACE VENDOME II, LTD., a Florida limited partnership (the "Partnership"), who state as follows:

1. The aggregate capital contributions made by the Limited Partners of the Partnership to the Partnership is \$99.99.

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.

CASTLE ONE, LTD., a Florida
limited partnership

By: Castle One Corp., a
Florida corporation

By: Elliot Stone
Elliot Stone
President

The foregoing instrument was acknowledged before me this _____ day of August, 1998 by Elliot Stone as President of Castle One Corp., a Florida corporation, as general partner of CASTLE ONE, LTD., a Florida limited partnership, as General Partner of PLACE VENDOME II, 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 take an oath.



OFFICIAL SEAL
Dolores Mulcahey-Alderisio
CC# 693820
My Comm. Expires Nov. 4, 2001

Print or Stamp Name: Dolores Mulcahey-Alderisio
Notary Public, State of Florida at Large
Commission No.: 693820
My Commission Expires: 11/4/2001