



A98000002029
THE GREEN COMPANIES Executive Offices

Developers
 Builders
 Real Estate Brokers
 Mortgage Brokers
 Contractors
 Property Management

August 27, 1998

VIA UNITED PARCEL SERVICE

900002628249--2
 -08/31/98-01012-002
 ***1785.00 ***1785.00

Secretary of State
 Division of Corporations
 409 East Gaines Street
 Tallahassee, Florida 32301

Re: GREEN DADELAND HOTEL, INC.
GREEN DADELAND HOTEL, LTD.

Dear Madam or Sir,

With regard to GREEN DADELAND HOTEL, INC., enclosed please find an original and two (2) copies of the Articles of Incorporation. Also enclosed is our check in the amount of \$122.50, which represents the filing fee and certification. Once the Articles of Incorporation have been filed, please return a set to me in the United Parcel Service envelope provided.

AFTER GREEN DADELAND HOTEL, INC. HAS BEEN FILED, please forward the original and one (1) copy of the Certificate of Limited Partnership and Affidavit of Capital Contribution for GREEN DADELAND HOTEL, LTD., to the Limited Partnership Filing Section for their handling. I am also enclosing the filing fee check in the amount of \$1,785.00 and a United Parcel Service envelope for their return of the limited partnership documents.

Thank you for your expeditious handling of this request. If you have any questions, please call me at (305) 670-1000, Extension 110.

Very truly yours,

THE GREEN COMPANIES, INC.

Elizabeth A. Green
 ELIZABETH A. GREEN, ESQUIRE

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 98 AUG 31 PM 3:59

FF \$1,785.00

EAG:mb
 Enclosures
 Misc#49 EG-Sec.StL

Name Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgement	<i>[Signature]</i>
Final Verifier	<i>[Signature]</i>

CERTIFICATE OF LIMITED PARTNERSHIP
OF
GREEN DADELAND HOTEL, LTD.

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, the undersigned General Partner of GREEN DADELAND HOTEL, LTD. (the "Limited Partnership") presents this Certificate of Limited Partnership for filing as follows:

1. Name of Partnership. The name of the Limited Partnership is GREEN DADELAND HOTEL, LTD.

2. Effective Date. This Certificate of Limited Partnership is to be effective upon filing.

3. Office and Agent for Service of Process. The address of the Limited Partnership's office is 7700 North Kendall Drive, Suite 200, Miami, Florida 33156, and the name and address of the Limited Partnership's agent for service of process is Elizabeth A. Green, Esquire, 7700 North Kendall Drive, Suite 200, Miami, Florida 33156.

4. Names and Addresses of General Partners. The names and the business addresses of the General Partners are as follows:

<u>Name</u>	<u>Address</u>
GREEN DADELAND HOTEL, INC. P98000075332	7700 North Kendall Drive Suite 200 Miami, Florida 33156

5. Mailing Address. The mailing address for the Limited Partnership is 7700 North Kendall Drive, Suite 200, Miami, Florida 33156.

6. Dissolution. The latest date upon which the Limited Partnership is to dissolve is December 31, 2025.

This Instrument Prepared By:
ELIZABETH A. GREEN, ESQUIRE
7700 North Kendall Drive
Suite 200
Miami, Florida 33156
Tel. (305) 670-1000

Page 1 of 3

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CERTIFICATE OF LIMITED PARTNERSHIP OF
GREEN DADELAND HOTEL, LTD.
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7. Due Execution and Compliance with Statute. This Certificate of Limited Partnership was duly executed and is being filed in accordance with Florida Statute § 620.109.

IN WITNESS WHEREOF, the General Partner has executed this Certificate of Limited Partnership as of the 27th day of August, 1998.

GENERAL PARTNER

GREEN DADELAND HOTEL, INC.,
a Florida corporation

By: Elizabeth A. Green
ELIZABETH A. GREEN, Vice President

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

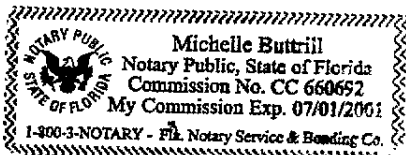
The foregoing instrument was acknowledged before me this 27th day of August, 1998, by ELIZABETH A. GREEN, as Vice President of GREEN DADELAND HOTEL, INC., a Florida corporation, as the General Partner of GREEN DADELAND HOTEL, LTD., a Florida limited partnership, who is personally known to me or produced N/A as identification, and who did take an oath.

My Commission Expires:

NOTARY PUBLIC

Sign: Michelle Buttrill

Print: Michelle Buttrill
State of Florida at Large



(SEAL)

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CERTIFICATE OF LIMITED PARTNERSHIP OF
GREEN DADELAND HOTEL, LTD.
=====

The undersigned, having been named to accept service of process for the above limited partnership at the place designated in Paragraph 3 hereof, hereby accepts such agency and agrees to comply with the provisions of the Florida Statutes relative to keeping open said office.



ELIZABETH A. GREEN, ESQUIRE

Misc#49 GDHL.LPC

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting the General Partner of GREEN DADELAND HOTEL, LTD., a Florida limited partnership, certifies as follows:

The amount of capital contributions to date of the limited partners is Ten Thousand and 00/100 Dollars (\$10,000.00).

The total amount contributed and anticipated to be contributed by the limited partners at this time totals Five Hundred Thousand and 00/100 Dollars (\$500,000.00).

DATED this 27th day of August, 1998.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned General Partner of GREEN DADELAND HOTEL, LTD., a Florida limited partnership, declares that it has read the foregoing and that the facts alleged are true, to the best of our knowledge and belief.

GENERAL PARTNER:
GREEN DADELAND HOTEL, INC.,
a Florida corporation

By: Elizabeth A. Green
ELIZABETH A. GREEN, Vice President

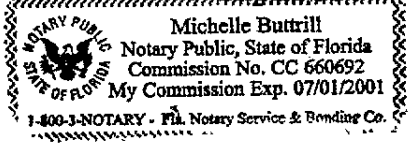
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and take acknowledgments, in and for the State and County set forth above, personally appeared ELIZABETH A. GREEN, Vice President of GREEN DADELAND HOTEL, INC., the General Partner of GREEN DADELAND HOTEL, LTD., a Florida limited partnership, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and she acknowledged to me and before me that she executed this Affidavit on behalf of the 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 27th day of August, 1998.

My Commission Expires



Michelle Buttrill
Notary Public
State of Florida at Large (SEAL)