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ROY R. LUSTIG, P.A.

ATTORNEY AT LAW
2600 DOUGLAS ROAD
911 DOUGLAS CENTRE
CORAL GABLES, FLORIDA 33134

TELEPHONE: (305) 442-1731

TELECOPIER: (305) 443-9716

September 15, 1998

VIA UPS N 374 927 874 9
Florida Dept. of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
Attn: Registration Section

700002641387--5
-09/16/98--01076--003
***1846.25 ***1846.25

RE: Certificate of Limited Partnership and Affidavit of Capital Contribution of Kemo Sabe, Ltd., a Florida Limited Partnership

To Whom It May Concern:

Enclosed please find the original Certificate of Limited Partnership and Affidavit of Capital Contribution of Kemo Sabe, Ltd., a Florida Limited Partnership along with my trust account check No. 24363 in the amount of \$1,846.25 made payable to The Florida Department of State. Said check represents the following amounts:

Register Agent designation
Certified copy
Filing Fees
Certificate

\$ 35.00
\$ 52.50
\$1,750.00
\$ 8.75

\$1,846.25

Total

Additionally, enclosed please find a return prepaid overnight envelope for return of the certified copy and certificate concerning the Limited Partnership.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 22 PM 1:02

Name	
Availability	Your immediate to this matter would be appreciated.
Document	Very truly yours,
Examiner	DCC
Initiator	ROY R. LUSTIG, P.A.
Initiator	
Verifier	RRL/emt
Encs.	
Acknowledgement	DCC
W. P. Verifier	DCC

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ROY R. LUSTIG, P.A.

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CORAL GABLES, FLORIDA 33134

TELEPHONE: (305) 442-1731

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September 18, 1998

Ms. Diane Cushing
Corporate Specialist
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

Delivered of UPS Next Day Air No. N385 3137 03 3

Re: Certificate of Limited Partnership and Affidavit of Capital Contribution of Kemo
Sabe, Ltd., a Florida Limited Partnership
Ref Number: W98000021240

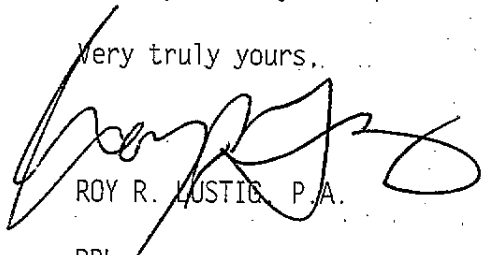
Dear Ms. Cushing:

Pursuant to your letter of September 17, 1998 enclosed please find the above referenced Certificate with the corrections requested, along with a copy of your letter.

Additionally, enclosed please find a return prepaid overnight envelope for the return of the certified copy and Certificate concerning the Limited Partnership.

Thank you for your attention on this matter.

Very truly yours,



ROY R. LUSTIG, P.A.

RRL
js

Encs:



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 17, 1998

ROY R. LUSTIG, P.A.
2600 DOUGLAS ROAD
911 DOUGLAS CENTRE
CORAL GABLES, FL 33134

SUBJECT: KEMO SABE, LTD.
Ref. Number: W98000021240

We have received your document for KEMO SABE, LTD. and your check(s) totaling \$1846.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective day must be specific and cannot be prior to the date of filing.

The registered agent must sign accepting the designation.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 898A00047084

**CERTIFICATE OF LIMITED PARTNERSHIP AND
AFFIDAVIT OF CAPITAL CONTRIBUTIONS OF
KEMO SABE, LTD., Florida Limited Partnership**

THE UNDERSIGNED, having formed a Limited Partnership in accordance with the laws of the State of Florida, does hereby under the penalties of perjury certify as follows:

1. The name of the Limited Partnership is KEMO SABE, LTD. (the "Limited Partnership").

2. The character of the business to be transacted by the Limited Partnership is the business of owning and leasing a building known as the Town Executive Center located at 6100 Glades Road, Boca Raton, Florida 33434, and in connection therewith to improve, maintain, mortgage or otherwise encumber, lease, sell, assign, transfer or otherwise dispose of said building. In furtherance of the business and singular purpose of the Limited Partnership, the Limited Partnership has the power to do any and all other things whatsoever necessary or desirable in connection with the foregoing or otherwise contemplated by the Agreement of Limited Partnership (the "Agreement").

3. The principal place of business and mailing address of the Limited Partnership shall be:

1048 Kane Concourse
Bay Harbor, Florida 33154

4. The name and street address of the General Partner is as follows:

General Partner

The Kemo Sabe Company, a Florida Corporation
2600 Douglas Road - Suite #911
Coral Gables, Florida 33134

098000064609

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 22 PM 1:02

5. The name and address of the Registered Agent for Service of Process is: Alan E. Greenfield, Esq., 2600 Douglas Road, Suite 911, Coral Gables, Florida 33134.

6. The Limited Partnership commences upon filing with the Florida Department of State.. The partnership shall continue until December 31, 2073, unless sooner dissolved and terminated.

7. The amount the limited partners have contributed to date is \$1,051,810.00 to the capital of the Partnership.

8. The total amount contributed and anticipated to be contributed by the Limited Partners at this time totals: \$1,051,810.00.

9. The Agreement contains no provision with respect to the return of the capital contribution of the Limited Partners except that the Limited Partners shall share according to their respective partnership interest in the proceeds from the sale, refinancing, of all or part of the partnership property and in the proceeds from the termination and dissolution of the Partnership.

10. The Limited Partners have, in the aggregate, Ninety nine (99.5%) percent of the Partnership profits.

ALAN E. GREENFIELD, ESQ.