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FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL,

ACCT#: 076077000521

CONTACT: LISA A LANIUS

FAX #: (954) 764-4996

NAME: LEHMANN AND PARTNERS, LTD.

AUDIT NUMBER.....H98000023326

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

CERT. COPIES.....1

PAGES.....4

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
LEHMANLAND PARTNERS, LTD.**

The undersigned, desiring to convert from a general partnership to a limited partnership pursuant to the laws of the State of Florida, Section 620.8902 of the Revised Uniform Partnership Act of 1995, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

1. The former name of the general partnership was "William Lehman, Jr. and William M. Lehman, and William Lehman, Jr. as, Trustees under the Testamentary Trust of Corrine L. Lehman."

2. The conversion of the general partnership to a limited partnership was unanimously approved by the partners.

3. The name of the limited partnership ("Partnership") is LEHMANLAND PARTNERS, LTD.

4. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act") is 21400 N.W. 2nd Avenue, Miami, Florida 33169.

5. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is William Lehman, Jr., 21400 N.W. 2nd Avenue, Miami, Florida 33169.

Prepared by: Thomas O. Katz, Esq., FL Bar #355836
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

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6. The name of the General Partner of the Partnership is Lehman Realty, Inc., and the business address of the Partnership is 21400 N.W. 2nd Avenue, Miami, Florida 33169. 948-104037

7. A mailing address for the Partnership is 21400 N.W. 2nd Avenue, Miami, Florida 33169.

8. The latest date upon which the Partnership is to dissolve is December 31, 2028, unless terminated sooner in accordance with the provisions of the Limited Partnership Agreement.


9. All of the Partnership's acts and decisions shall be authorized by the written consent of the General Partner.

IN WITNESS WHEREOF, the undersigned, being the General Partner of the Partnership, has duly executed this Certificate of Limited Partnership of LehmanLand Partners, Ltd., this 9th day of December, 1998, for filing in accordance with Section 620.108 of the Florida Revised Uniform Limited Partnership Act.

This Certificate of Limited Partnership shall be effective upon filing.

GENERAL PARTNER:

LEHMAN REALTY, INC.


William Lehman, Jr., President

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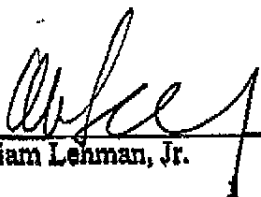
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ACCEPTANCE OF APPOINTMENT

AS REGISTERED AGENT

THE UNDERSIGNED, named as the agent for service of process in paragraph 5 of the Certificate of Limited Partnership of LehmanLand Partners, Ltd., hereby accepts the appointment as such registered agent, and acknowledges that it is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act (1986).



William Lehman, Jr.

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**AFFIDAVIT DECLARING AMOUNT OF
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF
LEHMANLAND PARTNERS, LTD.**

BEFORE ME, the undersigned, constituting the sole General Partner of LEHMANLAND PARTNERS, LTD. ("Partnership"), a Florida limited partnership, certifies as follows:

Upon conversion of the general partnership into the limited partnership, the property owned by the general partnership, and considered for these purposes to be contributed by the limited partners' to the limited partnership, is \$500,000.00. No additional capital contribution is anticipated to be made by the limited partners.

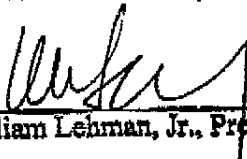
It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

FURTHER AFFIANT SAYETH NOT.

Under the 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:

LEHMAN REALTY, INC.


William Lehman, Jr., President

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