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C T CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, Florida 32301

City State Zip Phone  
904-222-1092

CORPORATION(S) NAME

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-05/07/99--01101--019  
\*\*\*1785.00 \*\*\*\*337.58

\$ 1,785.00

Miramax II Flexspace, Ltd.

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
99 MAY -7 PM 11:24

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
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- Mail Out
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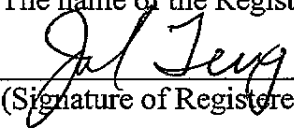
THANK YOU ! CONNIE BRYAN

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99 MAY -7 PM 12:36

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
MIRAMAR II FLEXXSPACE, LTD.**

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
99 MAY -7 (AM) 24

**THE UNDERSIGNED**, the general partner of MIRAMAR II FLEXXSPACE, LTD. ("Partnership"), does hereby certify as follows for the purpose of forming a limited partnership pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act:

1. The name of the Partnership is "Miramar II FlexxSpace, Ltd."
2. The business address and the mailing address of the Partnership is 1400 N.W. 107<sup>th</sup> Avenue, Miami, Florida 33172-2704.
3. The name of the Registered Agent for service of process is Joel Levy.  
  
(Signature of Registered Agent)
4. The address for the Registered Agent is 1400 N.W. 107<sup>th</sup> Avenue, Miami, Florida 33172-2704.
5. The latest date upon which the Partnership is to be dissolved is December 31, 2046.
6. The name and business address of the general partner of the Partnership is Miramar II FlexxSpace LLC, a Florida limited liability company with offices at 1400 N.W. 107<sup>th</sup> Avenue, Miami, Florida 33172-2704.

L99000002589

Signed this 5<sup>th</sup> day of May, 1999.

**GENERAL PARTNER:**

**MIRAMAR II FLEXXSPACE LLC**, a Florida limited liability company

By: AP-ADLER SPV, LTD., a Florida limited partnership, *its managing member*

By: AP-ADLER GP LLC, a Florida limited liability company, *its general partner*

By: AP-ADLER INVESTMENT FUND, L.P., a Delaware limited partnership, *its managing member*

PREPARED BY:  
Seth P. Joseph, Esq.  
STROOCK & STROOCK & LAVAN LLP  
3300 First Union Financial Center  
200 South Biscayne Boulevard  
Miami, Florida 33131-2385

By: ADLER NEWCO GP, INC., a Florida corporation, *its managing general partner*

By:   
Joel Levy, Executive Vice President

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

FILED STATE  
SECRETARY OF CORPORATIONS  
99 MAY -7 PM 1:24  
DIVISION OF CORPORATIONS

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 Joel Levy, who is known to me and known by me to be the person who executed the foregoing Certificate of Limited Partnership of Miramar II FlexxSpace, Ltd. (the "Partnership"), and he acknowledged to me and before me that he executed this Affidavit as Executive Vice President of Adler Newco GP, Inc., and that said corporation is the managing general partner of AP-Adler Investment Fund, L.P., the Delaware limited partnership that is the managing member of AP-Adler GP LLC, a Florida limited liability company that is the general partner of AP-Adler SPV, Ltd., a Florida limited partnership that is the managing member of Miramar II FlexxSpace LLC, a Florida limited liability company that is 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 5<sup>th</sup> day of May, 1999.

(SEAL)

  
\_\_\_\_\_  
Notary Public, State of Florida

My commission expires:

OFFICIAL NOTARY SEAL  
CAROL A NAZARKEWICH  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC819270  
MY COMMISSION EXP. APR. 6, 2003

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
99 MAY - 7 PM 1:24

BEFORE ME appeared the undersigned, being the Executive Vice President of Adler Newco GP, Inc., a Florida corporation that is the managing general partner of AP-Adler Investment Fund, L.P., a Delaware limited partnership that is the managing member of AP-Adler GP LLC, a Florida limited liability company that is the general partner of AP-Adler SPV, Ltd., a Florida limited partnership that is the managing member of Miramar II FlexxSpace LLC, a Florida limited liability company that is the sole general partner of Miramar II FlexxSpace, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership," who upon being sworn, certified that: (i) the amount of cash capital contributions contributed to date by the limited partners of the Partnership is \$2,780,000.00; (ii) no additional amount of cash capital contributions are anticipated to be contributed by the limited partners of the Partnership; and (iii) no property other than cash has been contributed by the limited partners of the Partnership and it is not anticipated that the limited partners will contribute any property other than cash to the capital of the Partnership.

Dated: May 5, 1999.

***FURTHER AFFLIANT SAYETH NAUGHT.***

*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:**

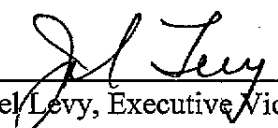
**MIRAMAR II FLEXXSPACE LLC**, a Florida limited liability company

By: AP-ADLER SPV, LTD., a Florida limited partnership, *its managing member*

By: AP-ADLER GP LLC, a Florida limited liability company, *its general partner*

By: AP-ADLER INVESTMENT FUND, L.P., a Delaware limited partnership, *its managing member*

By: ADLER NEWCO GP, INC., a Florida corporation, *its managing general partner*

By:   
Joel Levy, Executive Vice President

PREPARED BY:  
Seth P. Joseph, Esq.  
STROOCK & STROOCK & LAVAN LLP  
3300 First Union Financial Center  
200 South Biscayne Boulevard  
Miami, Florida 33131-2385

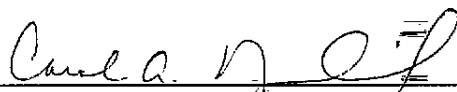
STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAY 27 PM 1:24

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 Joel Levy, who is known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions to Miramar II FlexxSpace, Ltd. (the "Partnership"), or who presented \_\_\_\_\_ as identification, and he acknowledged to me and before me that he executed this Affidavit as Executive Vice President of Adler Newco GP, Inc. and that said corporation is the general partner of AP-Adler Investment Fund, L.P., the Delaware limited partnership that is the managing member of AP-Adler GP LLC, a Florida limited liability company that is the general partner of AP-Adler SPV, Ltd., a Florida limited partnership that is the managing member of Miramar II FlexxSpace LLC, a Florida limited liability company that is 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 5<sup>th</sup> day of May, 1999.

(SEAL)

  
\_\_\_\_\_  
Notary Public, State of Florida

My commission expires:

OFFICIAL NOTARY SEAL  
CAROL A NAZARKEWICH  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC819270  
MY COMMISSION EXP. APR. 6, 2003