

A99000001290

Holland & Knight LLP
 Requestor's Name
 315 SOUTH CALHOUN STREET
 Address
 Tallahassee, Florida 32301
 City/State/Zip Phone #
 425-5686

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Chelsea Place, LTD (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

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 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 99 AUG -6 AM 11:16

- Walk-in
 Pick up time 2:00
 Certified Copy
 Mail-out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Partnership
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of P.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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 -08/06/99-01034-012
 ***1785.00 ***1785.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark

RECEIVED
 99 AUG -6 AM 9:51
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

BK
 8/6/99

CERTIFICATE OF LIMITED PARTNERSHIP
OF
CHELSEA PLACE, LTD.

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Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, the undersigned General Partner of CHELSEA PLACE, 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 CHELSEA PLACE, 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>
CHELSEA PLACE, INC. 9990000-6848	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

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CERTIFICATE OF LIMITED PARTNERSHIP OF
CHELSEA PLACE, 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 5th day of August, 1999.

GENERAL PARTNER

CHELSEA PLACE, INC.,
a Florida corporation

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

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

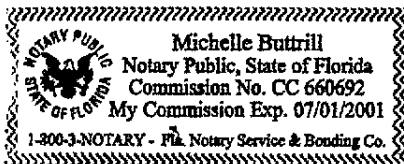
The foregoing instrument was acknowledged before me this 5th day of August, 1999, by ELIZABETH A. GREEN, as Vice President of CHELSEA PLACE, INC., a Florida corporation, as the General Partner of CHELSEA PLACE, LTD., a Florida limited partnership, who is personally known to me or produced N/A as identification, and who did take an oath.

NOTARY PUBLIC

My Commission Expires:

Sign: Michelle Buttrill

Print: Michelle Buttrill
State of Florida at Large
(SEAL)



CERTIFICATE OF LIMITED PARTNERSHIP OF
CHELSEA PLACE, LTD.

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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#64 CPL.LPC

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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BEFORE ME, the undersigned, constituting the General Partner of CHELSEA PLACE, 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 One Million Eight Hundred Thousand and 00/100 Dollars (\$1,800,000.00).

DATED this 5th day of August, 1999.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned General Partner of CHELSEA PLACE, 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:
CHELSEA PLACE, INC.,
a Florida corporation

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

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 CHELSEA PLACE, INC., the General Partner of CHELSEA PLACE, 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 5th day of August, 1999.

My Commission Expires:

Michelle Buttrill
Notary Public, State of Florida
Commission No. CC 660692
My Commission Exp. 07/01/2001
1-800-3-NOTARY - Fla. Notary Service & Bonding Co.

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