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B96000006379



ACCOUNT NO. : 072100000032

REFERENCE : 099418 8899A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 26, 1996

ORDER TIME : 10:11 AM

ORDER NO. : 099418

CUSTOMER NO: 8899A

CUSTOMER: Larry A. Rothenberg, Esq
Rothenberg & Rothenberg, P.a.
Suite 445
2424 North Federal Highway
Boca Raton, FL 33431

800001962568
-10/02/96--01012--028
***1846.25 ***1846.25

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 SEP 26 PM 2:03

FOREIGN FILINGS

RUSH - NEED TODAY

NAME: CENTERLINE/RBG XXXV, L.P.

FILED
FILING
R. AGENT FEE 1750.00
C. COPY 32.00
TOTAL 61.25
BALANCE DUE
REFUND

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XXX CERTIFIED COPY
- PLAIN STAMPED COPY
- XXX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail Williams

BK
9/26/96

96 SEP 25 AM 11:03
DIVISION OF CORPORATIONS
RECEIVED

Florida Department of State, Sandra B. Northam, Secretary of State

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 03 26 PM SEP 26 1996

1. CENTERLINE/RBG XXXV, L.P. (Name of limited partnership as it is in the home state)

2. (If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. ILLINOIS (State of Formation) 4. 8/28/96 (Date of Formation)

5. COBER CORPORATE AGENTS, INC. (Name of Registered Agent for Service of Process)

6. 2601 SOUTH BAYSHORE DRIVE, 19th FLOOR (Street Address of Registered Office)

MIAMI, Florida 33133 (City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process. COBER CORPORATE AGENTS, INC. BY MICHAEL A. BERKE, VICE PRESIDENT (Agent must sign on this line)

8. 154 West Hubbard Street, Suite 250, Chicago, Illinois 60610 (Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS STREET ADDRESS RBG XXXV CORP., an Illinois Corporation 154 West Hubbard St., Suite 250, Chicago, Il. 60610

Centerline/DOJR Associates, a Florida General Partnership 5025 NW 115th Terrace, Coral Springs, Fl. 33076

10. 154 West Hubbard Street, Suite 250, Chicago, Illinois 60610 (Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

12. 154 West Hubbard Street, Suite 250

Chicago, Illinois 60610

(Mailing Address of Limited Partnership)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 20
PH 2:03

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This day of 30, August, 19 96

GENERAL PARTNER: CENTERLINE/DOJR ASSOCIATES, a Florida general partnership

BY: [Signature] - President

LEWIS MOSCOVITCH, President of Centerline Homes at Boca, Inc.
a General Partner of Centerline/DOJR Associates

STATE OF FLORIDA

COUNTY OF BROWARD

On this 30 day of August, 19 96, LEWIS MOSCOVITCH, Pres. of Centerline Homes at Boca, Inc., a General Partner of Centerline/DOJR Associates, personally appeared before me, who is personally known to me

whose identity I proved on the basis of _____

[Signature]

(Notary Public Signature)

LORRAINE F. JONES

(Notary's Printed Name)

Seal

My Commission Expires: _____



AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared LEWIS MOSCOVITCH, Pres. of Centerline Homes at Boca, Inc., a General Partner of Centerline/DOJR Associates, a general partner of CENTERLINE/RBG XXXV, L.P.; a (an) Illinois limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ -0-
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 250,000.00.

FILED IN STATE OF FLORIDA
 SECRETARY OF STATE
 96 SEP 20 PM 2:03

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 30 day of AUGUST, 19 96.

GENERAL PARTNER: CENTERLINE/DOJR ASSOCIATES, a Florida general partnership

BY: [Signature] President
LEWIS MOSCOVITCH, President of Centerline Homes at Boca, Inc. a General Partner of Centerline/DOJR Associates

STATE OF FLORIDA

COUNTY OF BROWARD

On this 30 day of AUGUST, 19 96 LEWIS MOSCOVITCH, Pres. of Centerline Homes at Boca, Inc., a General Partner of Centerline/DOJR Associates personally appeared before me, who is personally known to me

whose identity I proved on the basis of _____

[Signature]
 (Notary Public Signature)

LORRAINE F. JONES
 (Notary's Printed Name)

Seal



My Commission Expires: _____