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December 4, 1996

Secretary of State
Division of Limited Partnerships
409 East Gaines Street
Tallahassee, Florida 32399

600002021456--9
-12/05/96-01095--006
****157.50 ****157.50

Re: S.W. 8TH STREET INVESTORS, LTD.

Dear Sir/Madam:

Enclosed please find the following documents for filing in connection with the above-referenced matter:

1. Certificate of Limited Partnership of S.W. 8th Street Investors, Ltd.
2. Affidavit of Capital Contributions.
3. Check in the amount of \$157.50.

Please return a certified copy to the undersigned. Should there be any problem regarding this filing, please contact me immediately.

Thank you for your prompt attention to this matter.

Sincerely,

NSW
NORMAN S. WEIDER, ESQ.

NSW:dc
Encl.

A96-2286-12

Name	<i>NSW</i>
Availability	<i>NSW</i>
Document Examiner	<i>NSW</i>
Updater	<i>NSW</i>
Update Verifier	<i>NSW</i>
Acknowledgment	<i>NSW</i>
W. P. Verifier	<i>NSW</i>

FILED
96 DEC -5 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP OF
S.W. 8TH STREET INVESTORS, LTD.
a Florida limited partnership**

The undersigned, as a duly authorized officer of GULFSIDE S.W. 8TH STREET, INC., the General Partner, which desires to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the partnership is S.W. 8TH STREET INVESTORS, LTD. (the "Partnership").

2. The mailing address and location of the office of the Partnership is 363 Granello Avenue, Coral Gables, Florida 33146.

3. The name and address of the agent for service of process on the Partnership is Norman S. Weider, Esq., 100 S.E. 2nd Street, Suite 3910, Miami, Florida 33131.

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

GULFSIDE S.W. 8TH STREET, INC. 496-97995
363 Granello Avenue
Coral Gables, Florida 33146

5. The latest date upon which the Partnership shall dissolve is December 31, 2050.

6. A conveyance or encumbrance of real property held in the name of the Partnership, and any other instrument affecting title to the real property in which the Partnership has an interest shall be executed in the Partnership name by the General Partner.

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Name of Preparer:

Norman S. Weider, Esq.
100 S.E. 2nd Street - Suite 3910
Miami, FL 33131
Florida Bar No. 156328

GULF8THST.LTD

FILED
96 DEC -5 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by a duly authorized officer of GULFSIDE S.W. 8TH STREET, INC., the General Partner of S.W. 8TH STREET INVESTORS, LTD. this 31st day of December, 1996.

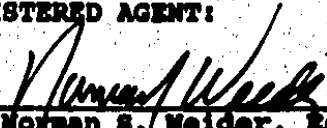
GULFSIDE S.W. 8TH STREET, INC., a
Florida corporation, General Partner

By: 
Jackson Ward, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for S.W. 8TH STREET INVESTORS, LTD., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, Norman S. Weider, Esq., on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

By: 
Norman S. Weider, Esq.

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96 DEC -5 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Jackson Ward, a duly authorized officer of GULFSIDE S.W. 8TH STREET, INC., the General Partner of S.W. 8TH STREET INVESTORS, LTD., a Florida limited partnership (the "Partnership"), who upon being duly sworn, certifies as follows:

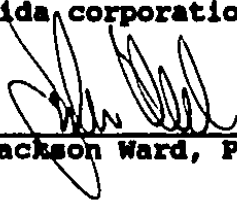
1. The amount of capital contributions made or anticipated to be made by the limited partners is \$10,000.00.

FURTHER AFFIANT 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:

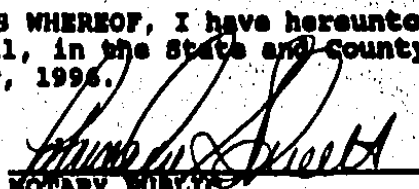
GULFSIDE S.W. 8TH STREET, INC., a
Florida corporation

By: 
Jackson Ward, President

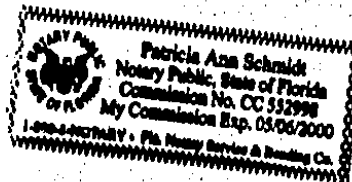
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

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 Jackson Ward, as a duly authorized officer of GULFSIDE S.W. 8TH STREET, INC., the General Partner of S.W. 8TH STREET INVESTORS, LTD., known to me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me, under oath, that he executed this Affidavit as a duly authorized officer of GULFSIDE S.W. 8TH STREET, INC. 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 4 day of December, 1996.


NOTARY PUBLIC
State of Florida at Large

My Commission Expires: 5/1/2000



FILED
96 DEC -5 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA