WOLHAYS STREET TALLAHASSEE, FL 32301

PRESTICEMENT LEGAL ATTENDED ACCOUNT NO. : 0721000000032

REFERENCE: 729546

46561

AUTHORIZATION :

COST LIMIT : PREPAID

ORDER DATE: November 7, 1995

ORDER TIME : 11:33 AM

ORDER 110. : 729546

CUSTOMER NO:

4656A

600001634096 -11/13/95--01041--012 ***1837.50 ***1837.50

CUSTOMER: Sheryl Cohen, Legal Assistant

GREENBERG TRAURIG HOFFMAN LIPOFF ROSEN & QUENTEL, P. A.

22nd Floor

1221 Brickell Avenue Miami, FL 33131-3238

DOMESTIC FILING

NAME:

FALCON BEACH PARTNERS, LTD.

J. TAN FILING R. AGENT FEE C. COPY 10TAL .. R. BAHA BALANCE BUE PEFUND.

ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY PLAIN STANPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint D. Fuhrman

EXAMINER'S INITIALS:

CERTIFICATE OF LIMITED PARTNERSHIP OF .

FALCON BEACH PARTNERS, LTD.

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1995), and §620.108 of the Florida Statutes, the undersigned, being all of the General of Partners of FALCON BEACH PARTNERS, LTD., hereby duly execute and file with the Florida Secretary of State this Certificate of Limited Partnership.

- 1. The name of the limited partnership is FALCON BEACH PARTNERS, LTD.
- The business address and the mailing address of the limited partnership is c/o: NEIL FAIRMAN, 2100 N. Atlantic Boulevard, Ft. Lauderdale, FL 33305.
- 3. The name of the registered agent for service of process required by §620.105(2) of the Florida Statutes is:

NEIL FAIRMAN

4. The Florida street address for the registered agent is:

2100 N. Atlantic Boulevard Ft. Lauderdale, FL 33305

5. Acceptance of Appointment of Registered Agent:

Having been named the statutory registered agent of FALCON BEACH PARTNERS, LTD., at the place designated in this Certificate of Limited Partnership of FALCON BEACH PARTNERS, LTD., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by §620.192 of the Florida Statutes and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.

NEIL FAIRMAN, Registered Agent

Dated: November _____, 1995

6. The name and business address of the general partner is as follows:

PLAZA PROPERTIES GROUP, INC.

2100 N. Atlantic Boulevard Ft. Lauderdale, FL 33305 The latest date upon which the limited partnership is to disselve is December 31, 2045.

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct and I hereby execute this Certificate of Limited Partnership on the ______ day of November, 1995 in accordance with \$620.114(3) of the Florida Statutes.

GENERAL PARTNER:

PLAZA PROPERTIES/GROUP, INC., a Florida

BY:

NEIL FAIRMAN President

AFFIDAVIT

THE UNDERSIGNED, constituting all of the general partners of FALCON BEACH PARTNERS, LTD., a Florida Limited Partnership, hereby certify as follows:

- 1. The amount of capital contributions to date of the limited partners is \$_-0-_.
- 2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 1.400,000.00.

FURTHER AFFIANT SAYETH NOT.

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.

PLAZA PROPERTIES GEOUP, INC., a Florida corporation, general partner

BY:

NEIL FAIRMAN, President

47H/4ALYFEE\38943H.1\

Weil Fairman, President

Telephone Number (305) 630-886 0

SIGNATURE

Typed or Printed Name of Gar