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Edgar Lewis	Alan Rosenthal	<i>of counsel</i>

Please Reply to: Miami

December 13, 1999

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VIA FEDERAL EXPRESS

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

300003069213--8

-12/14/99-01048-007

****140.00 ****140.00

Attn: Limited Partnership Filing Section

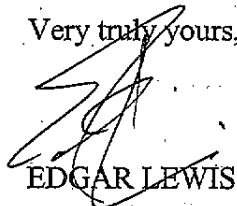
RE: Timberwalk, Ltd.

Gentlemen:

Enclosed please find two executed counterparts of the Certificate of Limited Partnership and Affidavit of Capital Contributions. Also enclosed is my firm's check in the amount of \$140.00 to cover the filing fee, registered agent fee and the certified copy. Please return the certified copy in the enclosed Fed Ex mailer.

If you have any questions, please do not return this package but call me, collect, at (305) 358-7605.

Very truly yours,


EDGAR LEWIS

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enclosures 4

APPROVED
AND
FILED
99 DEC 28 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WQA-28844
00789/00717/00011

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 17, 1999

EDGAR LEWIS
KEITH MACK LLP
200 S. BISCAYNE BLVD., 20TH FLOOR
MIAMI, FL 33131-2310

SUBJECT: TIMBERWALK, LTD.
Ref. Number: W99000028844

We have received your document for TIMBERWALK, LTD. and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 799A00059339

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
TIMBERWALK, LTD.**

1. The name of the limited partnership is Timberwalk, Ltd.
2. The business address of the limited partnership is 9200 South Dadeland Boulevard, Suite 500, Miami, Florida, 33156.
3. The name of the registered agent for service of process is Key Corporate Services, Inc. ✓ K41058
4. The Florida street address for the registered agent is 200 South Biscayne Boulevard, 20th Floor, Miami, Florida, 33131.
5. The mailing address of the limited partnership is 9200 South Dadeland Boulevard, Suite 500, Miami, Florida, 33156.
6. The latest date upon which the limited partnership is to be dissolved is December 3, 2029.

7. The name and address of the general partner is:

EquityLine Timberwalk, Inc.
a Delaware corporation

[Handwritten signature]

9200 South Dadeland Blvd., Suite 500
Miami, Florida 33156

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.

Signed this 13th day of December, 1999.

EquityLine Timberwalk, Inc.,
a Delaware corporation

By:

[Handwritten signature]
Robert E. Spielman, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Having been named as registered agent and to accept service of process for the above stated limited partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Key Corporate Services, Inc.

By:

[Handwritten signature]
Edgar Lewis, President

12-13-99
Date

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting all of the general partners of Timberwalk, Ltd., a Florida limited partnership, certify:

The amount of capital contributions to date of the limited partners is \$1,000.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,000.

Signed this 13th day of December, 1999.

FURTHER AFFLIANT SAYETH NOT.

Under the 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.

EquityLine Timberwalk, Inc.,
a Delaware corporation

By: 

Robert E. Spielman, President

APPROVED
AND
FILED
99 DEC 28 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA