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White Oak Real Estate Development Corp.

January 28, 2000

Department of State
 Division of Corporations
 409 East Gaines Street
 Tallahassee, FL 32399

FILED OF STATES
 SECRETARY OF CORPORATIONS
 DIVISION OF CORPORATIONS
 00 FEB - 7 PM 3: 14

RE: BAYSIDE AT TOWN CENTER, L.P.

Enclosed is an original and one (1) duplicate original of the Certificate of Limited Partnership as well as a check in the amount of \$148.75 for the following fees:

Filing Fee	\$ 52.50
Registered Agent Designation	35.00
Certificate of Status	8.75
Certified Copy	52.50
Total	\$148.75

I have also enclosed a completed Federal Express airbill for return of the Certified Copy to me.

Thank you.

Sincerely,

Patty Laine
 Patty Laine

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DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

00 FEB - 7 PM 2: 28

CERTIFICATE OF LIMITED PARTNERSHIP

OF

BAYSIDE AT TOWN CENTER, LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 11 PM 3:44

The undersigned, pursuant to the provisions of Section 620.108 of the Florida Statutes, do hereby certify and swear in this Certificate of Limited Partnership to the following:

1. **NAME.**

The name of the Limited Partnership is:

BAYSIDE AT TOWN CENTER, LTD.

2. **REGISTERED AGENT.**

The name and address of the Registered Agent for the Limited Partnership is:

Paula J. Ryan
322 Banyan Boulevard
West Palm Beach, Florida 33401

3. **GENERAL PARTNERS.**

The names and business address of the general partner is as follows:

White Oak Bayside, Inc. 90000 6013203
322 Banyan Boulevard
West Palm Beach, Florida 33401

4. **MAILING ADDRESS.**

The mailing address for the Limited Partnership and the location of its principal place of business is as follows:

c/o White Oak Real Estate Development Corp.
322 Banyan Boulevard
West Palm Beach, Florida 33401

5. DISSOLUTION DATE.

The latest date upon which the Limited Partnership is to dissolve is December 31, 2050.

IN WITNESS WHEREOF, the General Partner has executed this Certificate of Limited Partnership this 28th day of January, 2000.

White Oak Bayside, Inc.,
a Florida corporation

BY: _____

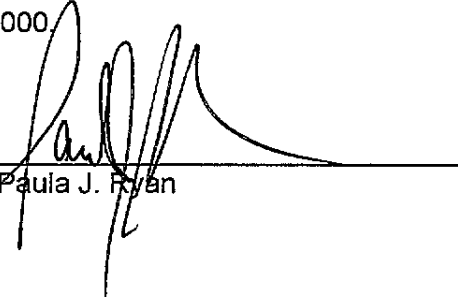
Paula Ryan, President

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 FEB -7 PM 3:44

ACCEPTANCE

Pursuant to Section 620.192 of the Florida Statutes, the undersigned accepts its appointment as registered agent for BAYSIDE AT TOWN CENTER, LTD., a Florida limited partnership, and accepts all obligations imposed on it as such under Florida law.

Executed this 28th day of January, 2000.



Paula J. Ryan

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB -7 PM 3:44

AFFIDAVIT

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The undersigned as a general partner of BAYSIDE AT TOWN CENTER, LTD. ("Limited Partnership"), declares as follows:

The total of capital contributions of the limited partners of the Limited Partnership through this date is \$1000 and the anticipated future capital contributions of the limited partners to the Limited Partnership is \$1000.

WHITE OAK BAYSIDE, INC.
a Florida corporation

BY: Paula J. Ryan

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 FEB -7 PM 3:44

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 28th day of January, 2000 by Paula J. Ryan, as President of White Oak Bayside, Inc., a Florida corporation. She is personally known to me.

Patricia G. Laine
NOTARY PUBLIC
Printed Name: Patricia G. Laine
State of Florida at Large

My Commission Expires: Jan. 16, 2003

