



THE UN. / S / IS
CORPORATION
COMPANY

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ACCOUNT NO. : 072100000032

REFERENCE : 592034 126812A

AUTHORIZATION :

COST LIMIT : \$ 1846.25 *Patricia*

ORDER DATE : February 17, 2000

ORDER TIME : 10:55 AM

ORDER NO. : 592034-015

CUSTOMER NO: 126812A

CUSTOMER: Jeffrey P. Orlan, Esq
JEFFREY P. ORLAN, ESQ
JEFFREY P. ORLAN, ESQ
Suite 106
10021 Pines Boulevard
Pembroke Pines, FL 33024

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 17 PM 3:48

DOMESTIC FILING

NAME: FLAMINGO MARKETPLACE SHOPPES,
LTD.

**** FILE 2ND ****

3000003138573--2

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

[Handwritten signature]

h3K 2/17/00

RECEIVED
00 FEB 17 AM 11:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
FLAMINGO MARKETPLACE SHOPPES, LTD.**

a Florida Limited Partnership

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 17 PM 3:48

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership law, hereby states the following:

1. The name of the partnership is **FLAMINGO MARKETPLACE SHOPPES, LTD.**
2. The address of the office of the Partnership and the mailing address of the Partnership is c/o Ross Realty Investments, Inc., 10021 Pines Blvd., Suite 101, Pembroke Pines, Florida 33024.
3. The name and address of the agent for service of process on the partnership is **BARRY ROSS**, 10021 Pines Blvd., Suite 101, Pembroke Pines, Florida 33024.
4. The name and business address of the General Partner is:

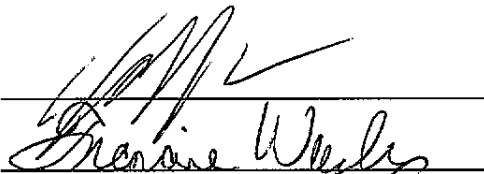
FLAMINGO MARKETPLACE SHOPPES GP, INC.

10021 Pines Blvd., Suite 101
Pembroke Pines, FL 33024

- 1000000017174
5. The latest date upon which the Partnership shall dissolve is December 31, 2050.

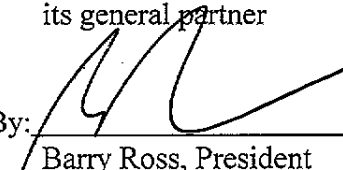
The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the undersigned being all of the General Partners of **FLAMINGO MARKETPLACE SHOPPES, LTD.** this February 16, 2000.



Barry Ross

By: Flamingo Marketplace Shoppes GP, Inc.
its general partner

By: 

Barry Ross, President

Having been named as registered agent for **FLAMINGO MARKETPLACE SHOPPES, LTD.**, a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree 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:



BARRY ROSS

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 17 PM 3:48

AFFIDAVIT OF CAPITAL CONTRIBUTION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 17 PM 3:48

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME, the undersigned, personally appeared Barry Ross as President of Flamingo Marketplace Shoppes GP, Inc., which is the general partner of Flamingo Marketplace Shoppes, Ltd., a Florida limited partnership (the "Partnership"), who upon being duly sworn, certify as follows:

The amount of capital contributions to the Partnership made by all of the Limited Partners is as follows:

\$386,753.00

The amount of additional capital contribution anticipated to be contributed by each Limited Partner is as follows:

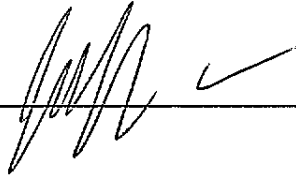
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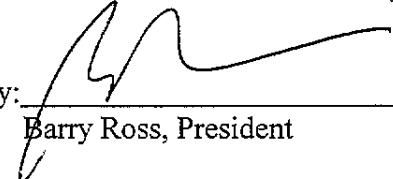
FURTHER, AFFIANT SAYETH NAUGHT.

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.

WITNESS:

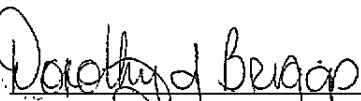
GENERAL PARTNER: FLAMINGO
MARKETPLACE SHOPPES GP, INC.



By: 

Barry Ross, President

The foregoing Affidavit was subscribed and acknowledged before me by Barry Ross, as President of Flamingo Marketplace Shoppes GP, Inc., general partner of Flamingo Marketplace Shoppes, Ltd., who is personally known to me and who did take an oath, on February 16, 2000.



Notary Public, State of Florida
My Commission Expires:

