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FLORIDA LIMITED PARTNERSHIP

39TH ST., LTD.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$1,846.25

CERTIFICATE OF LIMITED PARTNERSHIP

OF

39TH ST., LTD.

The undersigned, acting as organizer of a Limited Partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986) hereby adopts the following certificate for such Limited Partnership:

1. The name of the Limited Partnership is 39TH ST., LTD.

2. (a) The address of the office of the Partnership at which the records required to be maintained by Fla. Stat. §620.105 shall be maintained is:

c/o Craig Robins
230 Fifth Street
Miami Beach, Florida 33139

(b) The name and address of the Limited Partnership agent for service of process upon the Partnership, required to be maintained by Fla. Stat. §620.105, is:

Steven Gretenstein
230 Fifth Street
Miami Beach, Florida 33139

3. The name and the business address of the sole general partner is:

Name: 39TH ST., INC. P00000020110

Address:
230 Fifth Street
Miami Beach, Florida 33139

RECORDS SECTION
FEB 25 2000
PM 5:00

This Instrument Prepared by:
Linda Ebin, Esq.
Florida Bar No. 03,8590
Cobb & Ebin P.A.
1399 SW First Avenue
Suite 301
Miami, FL 33130
(305) 377-0223

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4. The mailing address for the Partnership is:

c/o 39th St., Inc.
230 Fifth Street
Miami Beach, Florida 33139

5. The term of the Partnership shall commence on the date of the filing of this Certificate of Limited Partnership with the Secretary of State of Florida and shall continue for 50 years unless sooner terminated as provided in the Limited Partnership Agreement.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been duly executed by the General Partner as of the 24 day of FEBRUARY, 2000.

General Partner:

39TH ST., INC.,
a Florida corporation

By: [Signature]
Steven Gretenstein, Vice President

Witnesses:

[Signature]
Print Name: [Name]

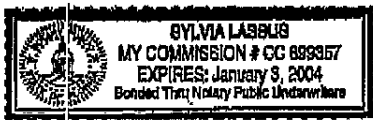
[Signature]
Print Name: DAVID HILTZMAN

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

00 FEB 25 PM 5:00
DIVISION OF CORPORATIONS
SECRETARY OF STATE

The foregoing Certificate of Partnership for 39TH ST., LTD., a Florida limited partnership, was acknowledged before me this 24 day of FEBRUARY, 2000, by Steven Gretenstein, as Vice President of 39TH ST., INC., a Florida corporation, as its sole general partner, on behalf of that corporation. He is personally known to me.



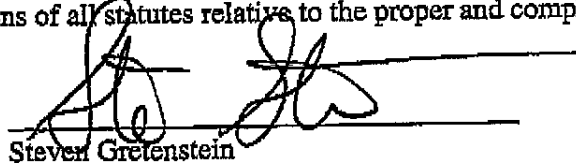
[Signature]
Notary Public, State of Florida, at Large
Print name: SYLVIA LASSUS
Commission No. #CC 899357
My commission expires: 1.3.04

[SEAL]

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Partnership, at the place designated in this Certificate of Limited Partnership, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Steven Grefenstein

Dated ~~February 24th~~ ^{25th}, 2000

11:54
STATE OF ARIZONA
DIVISION OF CORPORATIONS
00 FEB 25 PM 5:00

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NOTARY PUBLIC STATE OF FLORIDA DIVISION OF CORPORATIONS 00 FEB 25 PM 5:00


AFFIDAVIT

STATE OF FLORIDA)
) : SS
COUNTY OF MIAMI-DADE)

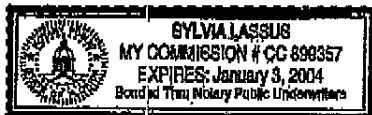
BEFORE ME, a Notary Public, personally appeared Steven Gretenstein, as Vice President of 39TH ST., INC., a Florida corporation, the general partner of 39TH ST., LTD., (the "Affiant"), who, after first being duly sworn, under oath, deposes and states that:

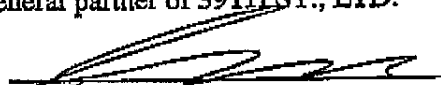
- 1. Affiant is the duly appointed authorized Vice President of 39TH ST., INC., a Florida corporation (the "Corporation").
- 2. The Corporation is the General Partner of a Limited Partnership to be formed under the Florida Revised Uniform Limited Partnership Act (1986) under the name 39TH ST., LTD.
- 3. The capital contribution and anticipated capital of the initial limited partners is \$500,000.00.
- 4. The Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant further certifies that he has read the full facts of this affidavit and understands its contents.

FURTHER AFFIANT SAYETH NAUGHT.


Steven Gretenstein, Vice President

The foregoing Affidavit for 39TH ST., LTD., was acknowledged before me this 24 day of February, 2000, by Steven Gretenstein, who is personally known to me or has produced _____ as identification, as Vice President of 39TH ST., INC., a Florida corporation, on behalf of the corporation as general partner of 39TH ST., LTD.




NOTARY PUBLIC, State of Florida
At Large
Sylvia Lassus
(Print, Type or Stamp Name)
Commission No. CC 890357
My Commission Expires: 1.3.04

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