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Division of Corporations
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00 MAR 14 PM 3:30

FLORIDA
DIVISION OF CORPORATIONS

FLORIDA LIMITED PARTNERSHIP

**LAND
DY ASSOCIATES, LTD.**

RECEIVED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 14, 2000

WHITE & CASE

SUBJECT: DY ASSOCIATES, LTD.
REF: W00000006780

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Michael Mays
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

7. General Partner. The names and business addresses of the General Partners are:

Parcel D Development, Inc. (P96000070408)
c/o Tomen America, Inc.
1285 Avenue of the Americas
New York, NY 10019
Attn: James J. McCarthy

Parcel Y Development, Inc. (P96000072069)
c/o Tomen America, Inc.
1285 Avenue of the Americas
New York, NY 10019
Attn: James J. McCarthy

8. Mailing Address. The mailing address of the Partnership is:

DY Land Associates, Ltd.
c/o Gulf Bay Management
3470 Club Center Boulevard
Naples, FL 34114-0816
Attn: Aubrey J. Ferrao

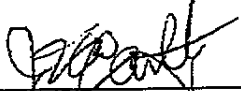
9. Dissolution. The latest date upon which the Partnership will dissolve is December 31, 2030.

[Signatures on next page.]

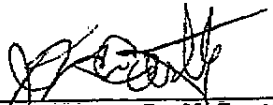
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SECRETARY OF STATE
DIVISION OF REGISTRATIONS

IN WITNESS WHEREOF, the undersigned have duly executed this Certificate of Limited Partnership, in one or more counterparts, as of the 12th day of March, 2000.

By: Parcel D Development, Inc., a
Florida corporation, and a general
partner

By: 
Name: James J. McCarthy
Title: President

By: Parcel Y Development, Inc., a
Florida corporation, and a general
partner

By: 
Name: James J. McCarthy
Title: President

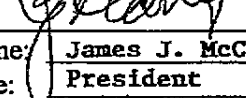
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DIVISION OF CORPORATIONS
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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

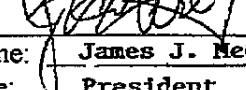
In compliance with Florida Statutes Section 620.192, the following is submitted:

DY Land Associates, Ltd., desiring to organize as a Limited Partnership under the laws of the State of Florida, has designated Woodward, Pires & Lombardo P.A., 801 Laurel Oak Drive, Suite 710, Naples, FL 34108 as its initial Registered Office, and has named Mark J. Woodward, located at Woodward, Pires & Lombardo, P.A., 801 Laurel Oak Drive, Suite 710, Naples, FL 34108, as its Registered Agent.

By: Parcel D Development, Inc., a
Florida corporation and a general
partner

By: 
Name: James J. McCarthy
Title: President


By: Parcel Y Development, Inc., a
Florida corporation and a general
partner

By: 
Name: James J. McCarthy
Title: President

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CLERK OF
COUNTY OF
MIAMI

Having been named Registered Agent for the above stated Limited Partnership, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties.


Mark J. Woodward
Registered Agent

Date: 3/13/00

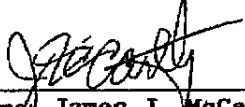
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, being the general partners of DY Land Associates, Ltd., a Florida limited partnership, upon penalty of perjury, certifies as follows:

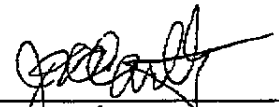
1. The amount of capital contributions of the limited partners is \$11,562,696.00.
2. The total anticipated amount of the capital contributions of the limited partners is \$11,562,696.00.

Dated this 13th day of March, 2000.

By: Parcel D Development, Inc., a
Florida corporation and a general
partner

By: 
Name: James J. McCarthy
Title: President

By: Parcel Y Development, Inc., a
Florida corporation and a general
partner

By: 
Name: James J. McCarthy
Title: President

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STATE OF FLORIDA
DIVISION OF CORPORATIONS