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To:

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From:

Account Name : BILZIN, SUMBERG DUNN PRICE & AXELROD LLP  
Account Number : 075350000132  
Phone : (305) 374-7580  
Fax Number : (305) 350-2446

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA LIMITED PARTNERSHIP

South Beach City Center Associates, Ltd.

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Certificate of Status	1
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Fax Audit No. H00-13428

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
SOUTH BEACH CITY CENTER ASSOCIATES, LTD.**

The undersigned, desiring to form a limited partnership in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, as set forth in Sections 620.101 to 620.192, Florida Statutes, as amended, hereby states as follows:

1. The name of the limited partnership is South Beach City Center Associates, Ltd., a Florida limited partnership (the "Limited Partnership").

2. The address of the registered office of the Limited Partnership is:

c/o C T Corporation System  
1200 South Pine Island Road  
Plantation, Florida 33324.

3. The name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, as amended, are:

C T Corporation System  
c/o C T Corporation System  
1200 South Pine Island Road  
Plantation, Florida 33324.

4. The name and business address of the sole general partner of the Limited Partnership are:

SBCC Management, LLC,  
a Florida limited liability company  
c/o Atlantic Ocean Realty Corp.  
2 Richmond Road  
Suite 2 JJ  
Lido Beach, New York 11581.

5. The mailing address for the Limited Partnership is:

c/o Atlantic Ocean Realty Corp.  
2 Richmond Road  
Suite 2 JJ  
Lido Beach, New York 11581.

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

The execution of this Certificate of Limited Partnership on behalf of the undersigned sole general partner constitutes an affirmation that the facts stated herein are true.

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TEL:305-374-7593

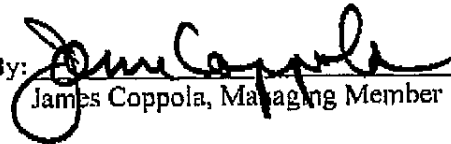
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IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed in the name and on behalf of the sole general partner of the Limited Partnership as of the 24 day of March, 2000.

SBCC MANAGEMENT, I.L.C., a Florida  
limited liability company

By:

  
James Coppola, Managing Member

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Fax Audit No. H00- 13428

Fax Audit No. H00-13428

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF New York )  
 ) SS:  
 COUNTY OF Kings )

BEFORE ME, the undersigned authority, a notary public authorized to administer oaths and to take acknowledgments in and for the State and County aforesaid, personally appeared James Coppola, as Managing Member of SBCC Management, LLC, a Florida limited liability company (the "Company"), which company is the sole general partner of South Beach City Center Associates, Ltd., a Florida limited partnership (the "Limited Partnership"), who, after first being duly sworn on oath, deposes and says as follows on behalf of the Company:

1. Affiant is the Managing Member and is duly authorized to act on behalf of the Company, which is the sole general partner of the Limited Partnership.

2. As of the date hereof, the partners of the Limited Partnership have contributed to the Limited Partnership an aggregate of \$ 10,000.00 of the total amount of \$ 50,000,000.00 in capital contributions anticipated to be contributed to the Limited Partnership by its partners.

3. 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 has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.

FURTHER AFFIANT SAYS NAUGHT.

*James Coppola*  
 James Coppola, as Managing Member and on behalf of SBCC Management, LLC, a Florida limited liability company

THE FOREGOING INSTRUMENT was acknowledged, sworn to and subscribed before me this 24th day of March, 2000, by James Coppola, as Managing Member and on behalf of SBCC Management, LLC, a Florida limited liability company, on behalf of such company; said individual has produced a \_\_\_\_\_ as identification or is personally known to me.

My Commission Expires: 2001

[NOTARIAL SEAL]

*Louis Mastroianni*  
 LOUIS MASTROIANNI  
 Notary Public, State of New York  
 No. 24-7675830  
 Qualified in Kings County  
 Commission Expires March 30, 2001

Print Name: \_\_\_\_\_

NOTARY PUBLIC, State of Florida State of New York  
 Serial No., if any: \_\_\_\_\_

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**ACCEPTANCE OF APPOINTMENT**

The undersigned acknowledges and accepts its appointment as registered agent of South Beach City Center Associates, Ltd. and agrees to act in that capacity and to comply with the provisions of the Florida Limited Partnership Act relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of Section 620, Florida Statutes.

Date: 3/27/2000

OT CORPORATION SYSTEM

By 

Name: \_\_\_\_\_

**PETER F. SOUZA**

Title: \_\_\_\_\_

**ASSISTANT SECRETARY**

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