

Document Number Only

A00000060638

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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-04/13/00--01055--011
***1785.00 ***1785.00

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-04/13/00--01055--012
*****8.75 *****8.75

CORPORATION(S) NAME

Kimco Governors Marketplace Ltd.

FILED 5 STATES
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 APR 13 PM 2:01

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit	<input checked="" type="checkbox"/> (7)	
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input checked="" type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____

Availability _____

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Examiner _____

Updater _____

Verifier _____

Acknowledgement _____

W.P. Verifier _____

04/13/00

Handwritten: 4/13/00

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32399

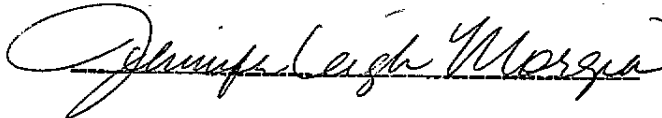
RECEIVED
00 APR 13 AM 11:22

CERTIFICATE OF LIMITED PARTNERSHIP
OF
KIMCO GOVERNORS MARKETPLACE LTD.

1. Name of Limited Partnership: Kimco Governors Marketplace Ltd.
2. Business Address: 3333 New Hyde Park Road, New Hyde Park, NY 11042
3. Name of Registered Agent for Service of Process : C T CORPORATION SYSTEM
4. Florida's Street Address for Registered Agent: c/o C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.
5. Acceptance by the Registered Agent for Service of Process.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 13 PM 2:01

CT CORPORATION SYSTEM



Jennifer Leigh Morgia - Special Asst. Secy.

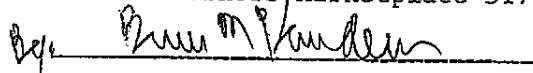
6. Mailing Address of Limited Partnership: 3333 New Hyde Park Road, New Hyde Park, NY 11042
7. The latest date upon which the Limited Partnership is to be dissolved is April 30, 2050.
8. NAME OF GENERAL PARTNER(S) SPECIFIC ADDRESS
Kimco Governors Marketplace 317, Inc. 3333 New Hyde Park Road, New Hyde Park, NY 11042

Signed this Third day of April, 2000.

P00000036356

Signature of all general partners:

Kimco Governors Marketplace 317, Inc.


Bruce M. Kauderer, Vice President

(FLA - LP 2914 - 2/1/92)

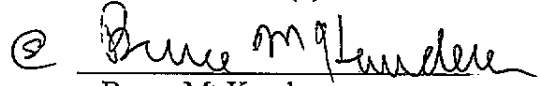
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 13 PM 2:01

AFFIDAVIT

STATE OF NEW YORK)
) SS.:
COUNTY OF NASSAU)

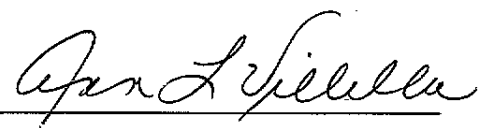
BEFORE ME, the undersigned authority, personally appeared **BRUCE M. KAUDERER**, who, being by me first duly sworn, deposes and says:

1. I am the Vice President of **KIMCO GOVERNORS MARKETPLACE 317, INC.**, a Florida corporation, which is the sole general partner of **KIMCO GOVERNORS MARKETPLACE LTD.**, a Florida limited partnership (the "Partnership"), and I am duly authorized to execute this affidavit on behalf of the Partnership.
2. The amount of the actual capital contribution of the limited partners of the Partnership is Twenty Million Dollars (\$20,000,000) which is the total amount anticipated to be contributed by the limited partners.
3. This affidavit is made in compliance with Section 620.108(1) of the Florida Statutes.


Bruce M. Kauderer

STATE OF NEW YORK)
) SS.:
COUNTY OF NASSAU)

Sworn to and subscribed before me this 11th day of April, 2000, by **BRUCE M. KAUDERER**, as Vice President of **KIMCO GOVERNORS MARKETPLACE 317, INC.**, the sole general partner of **KIMCO GOVERNORS MARKETPLACE LTD.**, on behalf of the partnership. He is personally known to me.



ANN L. VILLELLA
Notary Public, State of New York
No. 30-4957531
Qualified in Nassau County
Commission Expires Oct. 16, 2001