

CERTIFICATE OF LIMITED PARTNERSHIP

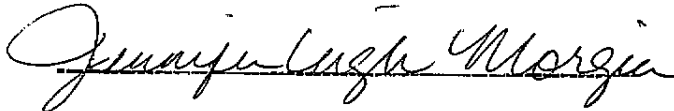
OF

KIMCO GOVERNORS MARKETPLACE II LTD.

1. Name of Limited Partnership: Kimco Governors Marketplace II 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 CORPORATIONS
 DIVISION OF CORPORATIONS
 00 APR 13 PM 2:06

CT CORPORATION SYSTEM



Jennifer Leigh Morgia - Special Asst. Secy.

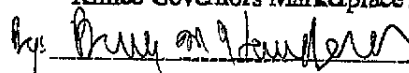
6. Mailing Address of Limited Partnership: 3333 New Hyde Park Road, New Hyde Park, NY 11042
7. The latest date upon which the Limited Partnership is to be dissolved is April 30, 2050.

| 8. NAME OF GENERAL PARTNER(S) | SPECIFIC ADDRESS |
|--|--|
| Kimco Governors Marketplace II 318, Inc. | 3333 New Hyde Park Road, New Hyde Park, NY 11042 |

PO0000076517

Signed this Third day of April, 2000.

Signature of all general partners:

Kimco Governors Marketplace II 318, Inc.
 by 
 Bruce M. Kauderer, Vice President

Document Number

A000000000639

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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*****8.75 *****8.75

800003207468--6
-04/13/00--01055--014
***1785.00 ***1785.00

CORPORATION(S) NAME

Kimco Governors Marketplace II Ltd.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 13 PM 2:06

- | | | |
|---|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <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 _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

04/13/00

BK
4/13/00

AFFIDAVIT

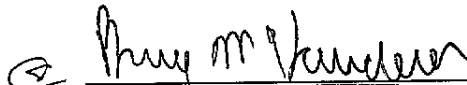
STATE OF NEW YORK)
) SS.:
COUNTY OF NASSAU)

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 II 318, INC.**, a Florida corporation, which is the sole general partner of **KIMCO GOVERNORS MARKETPLACE II 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 Five Hundred Thousand Dollars (\$500,000) 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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 13 PM 2:06

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 II 318, INC.**, the sole general partner of **KIMCO GOVERNORS MARKETPLACE II 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