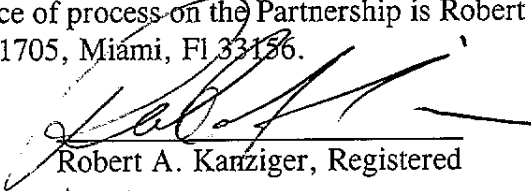


3.

cc: Fred Burns

**CERTIFICATE OF LIMITED PARTNERSHIP OF
SHERIDAN PARTNERS PHASE II, LTD.
a Florida limited partnership**

The undersigned General Partner, desiring to form a limited partnership under the Florida Revised Uniform Limited Partnership Act (1986), hereby states:

1. The name of the Partnership is SHERIDAN PARTNERS PHASE II, LTD.
2. The address of the office of the Partnership is 6129 S.W. 70th Street, South Miami, Florida 33143.
3. The name and address of the agent for service of process on the Partnership is Robert A. Kanziger, Esquire, 9130 S. Dadeland Blvd., Suite 1705, Miami, FL 33156.
4. Signature of Registered Agent:
(to accept designation as
Registered Agent) 
Robert A. Kanziger, Registered Agent
5. The name and business address of the sole general partner is F. B. Burns, Corp., 6129 S.W. 70th Street, South Miami, Florida 33143.
6. The mailing address of the Partnership is P.O. Box 432810, Miami, Florida 33243-2810.
7. The latest date on which the Partnership shall dissolve is December 31, 2099.

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

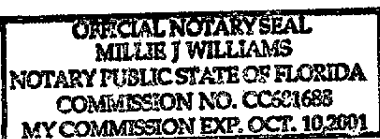
IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the sole General Partner of SHERIDAN PARTNERS PHASE II, LTD. on May 26, 2000.

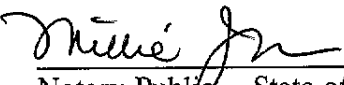
F. B. BURNS, CORP.,
General Partner

By: 

Fredric B. Burns, President

Sworn to and subscribed before me on this 26th day of May, 2000, by FREDRIC B. BURNS, who is personally known to me or who has produced a _____ as identification.




Notary Public -- State of Florida
(name, typed or printed) millie J. Williams

My Commission Expires. 10/10/2001

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF MIAMI DADE

Before me, the undersigned authority, personally appeared FREDRIC B. BURNS, President of F. B. BURNS, CORP., the sole general partner of SHERIDAN PARTNERS PHASE II, LTD. (the "Partnership"), who was sworn, certified as follows:

1. The amount of capital contributions to date of the limited partners is ONE HUNDRED TWENTY EIGHT THOUSAND (\$128,000.00) DOLLARS.
2. The total amount contributed and anticipated to be contributed by the limited partners at the time totals \$1,500,000.00.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

F. B. BURNS, CORP.

By: [Signature]
FREDRIC B. BURNS, President

FILED
00 MAY 31 PM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sworn to and subscribed before me on this 26th day of May, 2000,
by FREDRIC B. BURNS, who is personally known to me or who has produced a
 as identification.

[Signature]
Notary Public -- State of Florida
(name, typed or printed)

MILLIE J. WILLIAMS

My Commission Expires. 10/10/2001

