

((H00000032209 9)))

**CERTIFICATE OF FORMATION OF LIMITED PARTNERSHIP
OF
COCONUT GROVE STATION DEVELOPMENT, LTD.
A Florida Limited Partnership**

THE UNDERSIGNED, being desirous of forming a limited partnership pursuant to the Florida Uniform Limited Partnership Act hereby make and sign the following certificate for that purpose:

ARTICLE I.

The name under which the limited partnership is to be conducted is Coconut Grove Station Development, Ltd.

ARTICLE II.

The purpose of the limited partnership shall be to engage in any or all lawful acts, businesses or activities for which a partnership may exist under the provisions of the Florida Uniform Limited Partnership Act.

ARTICLE III.

The address of the office and the mailing address of the limited partnership shall be:

12000 Biscayne Boulevard, Suite 803
Miami, Florida 33181

ARTICLE IV.

The name and address of the registered agent for service of process for the limited partnership shall be:

Kevin D. Cowan, Esq.
Shutts & Bowen LLP
1500 Miami Center
201 South Biscayne Boulevard
Miami, Florida 33131

ARTICLE V.

The partnership shall commence the date this Certificate is filed with the office of the Secretary of State of Florida and shall terminate on December 31, 2050 or until the limited partnership dissolves and winds up its affairs pursuant to the Florida Uniform Limited Partnership

((H00000032209 9)))

FILED
00 JUN 15 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(((H00000032209 9)))

Act or the terms of the Agreement of Limited Partnership, whichever is earlier.

ARTICLE VI.

The names and addresses of the general partners of the limited partnership are:

F98-4283 BVT Development Corporation, a Georgia corporation
12000 Biscayne Boulevard, Suite 803
Miami, Florida 33181

and

P99-30026 South Dixie/27, Inc., a Florida corporation
12000 Biscayne Boulevard, Suite 803
Miami, Florida 33181

5 IN WITNESS WHEREOF, we have hereunto set our hands and seals this 15th day of June, 2000.

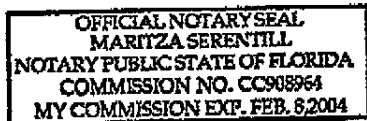
GENERAL PARTNER

BVT DEVELOPMENT CORPORATION,
a Georgia corporation

By: *G. Heberton*
Name: George Heberton
Title: Asst. Sec.

00 JUN 15 PM 01
FILED
TALLAHASSEE, FLORIDA

Sworn to and subscribed before me this 15th day of June, 2000 by George Heberton as Asst. Sec. of BVT Development Corporation, who is personally known to me and who acknowledged, under oath the execution of the foregoing instrument.



Maritza Serentill
Notary Public

My Commission Expires:

(((H00000032209 9)))

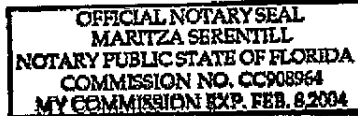
((H00000032209 9)))

GENERAL PARTNER:

SOUTH DIXIE/27, INC., a Florida
corporation

By: [Signature]
Name: Harvey S. Taylor
Title: President

Sworn to and subscribed before me this 15th day of June, 2000 by Harvey S. Taylor
President of South Dixie/27, Inc., who is personally known to me and who
acknowledged, under oath the execution of the foregoing instrument.



[Signature]
Notary Public

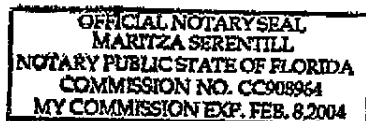
My Commission Expires:

Signature and Acceptance of Designation as Registered Agent follows:

REGISTERED AGENT:

[Signature]
Kevin D. Cowan, Esq.

Sworn to and subscribed before me this 15th day of June, 2000 by Kevin
D. Cowan, who is personally known to me and who acknowledged, under oath the due execution
of the foregoing instrument.



[Signature]
Notary Public

My commission expires:

FILED
00 JUN 15 PM 4: 07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(((H00000032209 9)))

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR COCONUT GROVE STATION DEVELOPMENT, LTD.**

The undersigned, constituting the general partners of COCONUT GROVE STATION DEVELOPMENT LTD., a Florida limited partnership, certify:

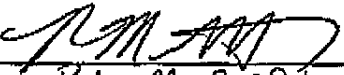
1. The amount of capital contributions to date of the limited partners is \$ 100.
2. The total amount contributed and anticipated to be contributed by the limited partners is \$ 100.

Signed this 15th day of June, 2000.

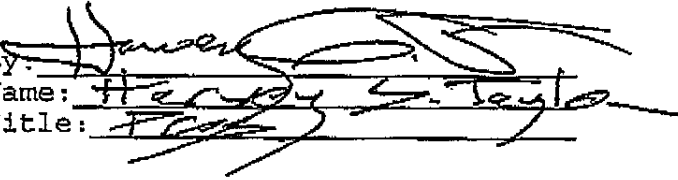
FURTHER AFFIANT SAYETH NOT:

Under the penalties of perjury, the undersigned declares that he has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct.

BVT Development Corporation, General Partner

By: 
Name: Peter M. Goffstein
Title: Vice President

South Dixie/27, Inc., General Partner

By: 
Name: Harvey S. Taylor
Title: President

MIADOCS 347471.1 CMD

FILED
00 JUN 15 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(((H00000032209 9)))