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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF**

**CLINTON LAGO, LTD.**

The undersigned, acting as organizer of a Limited Partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act hereby adopts the following certificate for such Limited Partnership:

1. NAME. The name of the Limited Partnership is:

**CLINTON LAGO, LTD.**

2. (a) PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS. The address of the office of the Partnership at which place the records shall be maintained is:

**3225 Aviation Avenue, Suite 700  
Coconut Grove, Florida 33130**

- (b) REGISTERED AGENT. The name and address of the Partnership's agent for service of process is:

**Shamira Klein, Esq.  
Berman Wolfe Rennert Vogel & Mandler, P.A.  
100 S.E. Second Street, Suite 3500  
Miami, Florida 33131**

3. GENERAL PARTNER(S). The name(s) and addresse(s) of the General Partner is:

**Clinton Lago Associates, Inc., a Florida corporation  
3225 Aviation Avenue, Suite 700  
Coconut Grove, Florida 33130**

4. MAILING ADDRESS. The mailing address for the Limited Partnership is:

**c/o Clinton Communities, L.L.C.  
3225 Aviation Avenue, Suite 700  
Coconut Grove, Florida 33130**

5. DISSOLUTION DATE. The term of the Partnership shall commence on the date of filing of this Certificate with the Secretary of State of Florida and shall continue until **December 31, 2050**, unless sooner terminated as provided in the Articles of Limited Partnership Agreement.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the undersigned General Partners have hereunto executed this Certificate as of the 7th day of July, 2000.

GENERAL PARTNER:

[CORPORATE SEAL]

CLINTON LAGO ASSOCIATES, INC.,  
a Florida corporation

By: Stewart I. Marcus  
Stewart I. Marcus, President

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 7th day of July, 2000, by **Stewart I. Marcus**, as President, of **Clinton Lago Associates, Inc.**, a Florida corporation, on behalf of the corporation, and who is personally known to me.

My Commission Expires:



Ariene B. Wildenburg  
Commission # 00814405  
Expires Mar. 4, 2003  
Bonded thru  
Atlantic Bonding Co., Inc.

Ariene B. Wildenburg  
NOTARY PUBLIC, STATE OF FLORIDA

00 JUL 10 PM 4:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Having been named to accept service of process for the above stated Limited Partnership, at the place designated in this Certificate of Limited Partnership, I hereby act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Shamira Klein  
SHAMIRA KLEIN, ESQ.  
Registered Agent  
Dated: July 7th, 2000

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AFFIDAVIT OF CAPITAL CONTRIBUTIONSSTATE OF FLORIDA     }  
COUNTY OF MIAMI-DADE }

BEFORE ME, a Notary Public, personally appeared **Stewart I. Marcus**, as President of **Clinton Lago Associates, Inc.**, a Florida corporation, (the "Affiant"), who, after first being duly sworn, under oath, deposes and states that:

1. Affiant is the duly appointed authorized officer of **Clinton Lago Associates, Inc.**, a Florida corporation (the "Corporation").

2. The Partnership is the General Partner of a Limited Partnership to be formed under the Florida Revised Uniform Limited Partnership Act under the name **CLINTON LAGO, LTD.**

3. The amount of capital contributions to date of the limited partners is \$1,000.00.

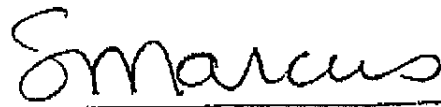
4. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,000.00.

5 The 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 further certifies that he has read the full facts of this affidavit and understands its contents.

FURTHER AFFIANT SAYETH NAUGHT.

**CLINTON LAGO ASSOCIATES, INC.**,  
a Florida corporation

By:



Stewart I. Marcus, President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

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STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 7th day of July, 2000,  
by Stewart I. Marcus, as President, of Clinton Lago Associates, Inc., a Florida  
corporation, on behalf of the corporation, and who is personally known to me.

My Commission Expires:

*Arlene B. Wildenburg*  
NOTARY PUBLIC, STATE OF FLORIDA



Arlene B. Wildenburg  
Commission # 00 814405  
Expires Mar. 4, 2003  
Bonded thru  
Atlantic Bonding Co., Inc.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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