Division of Corporations

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Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number : (850)922-4003

From:

Account Name : BERMAN WOLFE & RENNERT, P.A.

Account Number : 076103002011 Phone : (305)577-4166

Fax Number : (305)373-6036

FLORIDA LIMITED PARTNERSHIP

CLINTON HAMPTONS ONE, LTD.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$743.75

7/10/2000

CERTIFICATE OF LIMITED PARTNERSHIP

OF

CLINTON HAMPTONS ONE, 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:

NAME. The name of the Limited Partnership is:

CLINTON HAMPTONS ONE, LTD.

 (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) <u>REGISTERED AGENT.</u> 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 Hamptons One 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. <u>DISSOLUTION DATE</u>. 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.

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

GENERAL PARTNER:

[CORPORATE SEAL]

CLINTON HAMPTONS ONE ASSOCIATES, INC., a Florida corporation

By: Stewart I. Marcus, President

STATE OF FLORIDA COUNTY OF MIAMI-DADE

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

My Commission Expires:

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

furnesses for the above stated Limited

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, ESQ. Registered Agent

Dated: July 24-2000

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A F F I D A V I T OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

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

- 1. Affiant is the duly appointed authorized officer of Clinton Hamptons One 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 CLINTONT HAMPTONS ONE, LTD.
 - 3. The amount of capital contributions to date of the limited partners is \$1,000,60.
- 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.

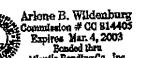
CLINTON HAMPTONS ONE ASSOCIATES, INC., a Florida corporation

y: Clubrat I. Marcus, President

STATE OF FLORIDA COUNTY OF MIAMI-DADE

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

My Commission Expires:



G ILIWIC\Clinton Communities\Entitles\Chriton Hemplans One\COLP wpd

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