

A000000001786

ILJ Management Corp.
21205 NE 37th Avenue #1210
Aventura, FL 33180
305.682.9400

MJH

November 8, 2000

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

100003462471--7
-11/14/00--01016--006
*****96.25 *****96.25

Re: Palm Beach Homes, Ltd..

Dear Sir or Madam:

Enclosed please find check #1140 in the amount of \$96.25 representing the filing fee and certificate under seal, for certificate of limited partnership and designation of registered agent for Palm Beach Homes, Ltd.

Thank you for your cooperation.

Sincerely,

SA Leeds, President

Steven A. Leeds, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV 13 AM 10:45

CERTIFICATE OF LIMITED PARTNERSHIP

Article I
Name

The name of the Limited Partnership shall be Palm Beach Homes, Ltd.

Article II
Address

The initial mailing address of the principal place of business of the Limited Partnership in Florida shall be 21205 NE 37th Avenue, Suite 1210, Aventura, Florida 33180.

Article III
Name and Address of Registered Agent

The initial name of the registered agent of the Limited Partnership shall be Steven Leeds and the initial mailing address of the registered agent of the Limited Partnership shall be 21205 Yacht Club Drive #1210, Aventura, Florida 33180.

Article IV
Duration

The Limited Partnership shall commence its existence on the date this Certificate of Limited Partnership is filed by the Florida Department of State. The Limited Partnership's existence shall be dissolved no later than January 1, 2007, unless the Limited Partnership is earlier dissolved as provided in this Certificate of Limited Partnership or according to law.

Article V
Name and Address of General Partner

ILJ Management Corp. 21205 NE 37th Avenue #1210, Aventura, FL 33180

P000000103816
Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 8th day of November, 2000.

ILJ Management Corp.
General Partner

ALC
Steven A. Leeds, President

00 NOV 13 AM 10:45

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP
PALM BEACH HOMES, LTD.

The undersigned constituting all of the general partners of Palm Beach Homes, LTD. a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$100.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100.

Signed this 8th day of November, 2000.

FURTHER AFFLIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

IN WITNESS WHEREOF, we have hereunto set out hands and seals at Aventura, Florida, on this 8th day of November, 2000.

Mitchell Lautman
Witness

ILJ President ILJ Management Corp
General Partner

Mitchell Lautman
Print Name

Joanne McKenzie
Witness

Joanne McKenzie
Print Name

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF CHAPTER 620.108, FLORIDA STATUTES,
THE UNDERSIGNED SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE
STATE OF FLORIDA.

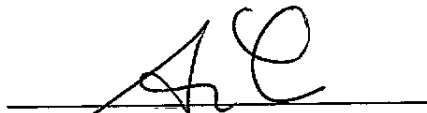
1. The name of the limited partnership is: PALM BEACH HOMES, LTD.
2. The initial name and address of the registered agent and office is:

Steven Leeds

21205 Yacht Club Drive #1210

Aventura, Florida 33180

Having been named as registered agent and to accept service of process for the above stated limited partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

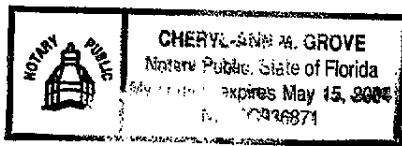

Steven Leeds

11-8-00
Date

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 8th day of November, 2000,
By STEVEN A. LEEDS, who is personally known to me or who produced a Florida
Drivers License as identification.

My commission expires:



Cheryl-Ann M. Grove
Notary Public, State of Florida

Cheryl-Ann M. Grove
Print Name of notary public

