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January 30, 2001

Via Federal Express
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-01/31/01--01058--016
*****96.25 *****96.25

Re: 3801 Highland Beach Associates, Ltd.
Our File No. L707-34306

Dear Sir/Madam:

561-820-0381

Enclosed please find an original and one copy of the Certificate of Limited Partnership of 3801 Highland Beach Associates, Ltd. and original and one copy of the Affidavit of Capital Contributions for Florida Limited Partnerships with reference to the above-captioned matter.

Also enclosed please find our check in the amount of \$96.25 which covers the following:

Filing Fee:	\$ 52.50
Registered Agent Designation:	35.00
Certificate of Status:	<u>8.75</u>
Total:	\$ 96.25

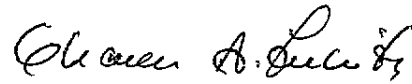
Kindly file the same and return the copy to me marked "filed".

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QR

Florida Department of State
January 29, 2001
Page 2

Thank you for your assistance in this matter.

Very truly yours,



Charles A. Lubitz

CAL/lcw
Enclosures
cc: Steven Lenoff

FILED
01 JAN 31 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP OF

3801 HIGHLAND BEACH ASSOCIATES, LTD.

The undersigned general partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is: 3801 HIGHLAND BEACH ASSOCIATES, LTD.
2. The location of the principal place of business of the Partnership is: 1761 West Hillsboro Blvd., Suite 405, Deerfield Beach, Florida 33442.
3. The name and location of the registered agent is as follows: Steven Lenoff, 1761 West Hillsboro Blvd., Suite 405, Deerfield Beach, Florida 33442.
4. The name and address of the General Partner is set forth below:

6454 Affiliates, Inc., a Florida corporation
1761 West Hillsboro Blvd., Suite 405
Deerfield Beach, Florida 33442
5. The mailing address of the Partnership is: 1761 West Hillsboro Blvd., Suite 405, Deerfield Beach, Florida 33442.
6. The latest date upon which the Partnership shall dissolve is December 31, 2009.
7. The effective date of this Certificate of Limited Partnership shall be the date upon which this Certificate of Limited Partnership is filed with the Secretary of State of the State of Florida.
8. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by the General Partner.

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.

FILED
JAN 31 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of 3801 Highland Beach Associates, Ltd., this 26 day of January, 2001.

GENERAL PARTNER:

6454 AFFILIATES, INC.

By:

Steven Lenoff, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for 3801 Highland Beach Associates, Ltd., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

By:

Steven Lenoff, Registered Agent

FILED
01 JAN 31 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIPS

The undersigned constituting all of the general partners of 3801 HIGHLAND BEACH ASSOCIATES, LTD., a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$200.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$200.00.

Signed this 26 day of January, 2001.

FURTHER AFFIANT SAYETH NOT.

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.

GENERAL PARTNER

6454 AFFILIATES, INC.

By: 

Steven Lenoff, President

as Pres.

FILED

01 JAN 31 PM 5:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA