



THE UNITED STATES
CORPORATION
COMPANY

A01000000284

ACCOUNT NO. : 072100000032

REFERENCE : 054645 4319524

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED
01 FEB 27 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 27, 2001

ORDER TIME : 10:02 AM

ORDER NO. : 054645-005

CUSTOMER NO: 4319524

CUSTOMER: Mr. Dean Vegosen
Boose Casey Ciklin Lubitz
Martens Mcbane & O'connell
515 North Flagler Drive
19th Floor
West Palm Beach, FL 33401

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-02/27/01--01060--014
****157.50 ****105.00

DOMESTIC FILING

NAME: CONGRESS SHOPPING CENTER, LTD.

EFFECTIVE DATE:

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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CERTIFICATE OF LIMITED PARTNERSHIP
OF CONGRESS SHOPPING CENTER, LTD.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Limited Partnership is prepared and filed pursuant to Chapter 620, Florida Statutes, and the undersigned swears to the following:

1. The name of the Limited Partnership is Congress Shopping Center, Ltd.
2. The business to be conducted by the Limited Partnership is to acquire, own, lease, mortgage, sell, manage, develop, operate and otherwise deal with real and personal property and any other business activities which may be permitted by a limited partnership under applicable law.
3. The name of the registered agent of the Limited Partnership for service of process is Aldo Beltrano, 1000 Congress Avenue, West Palm Beach, Florida 33409.
4. The mailing address of the Limited Partnership is c/o Dean Vegosen, Boose Casey Ciklin, et al., 515 N. Flagler Drive, 18th Floor, West Palm Beach, Florida 33401. This is also the Limited Partnership's principal office address.
5. The latest date upon which the Limited Partnership is to be dissolved is forty (40) years from the date of filing of this Certificate with the Secretary of State.
6. The name and mailing address of the sole general partner is 1000 Congress, L.L.C., 1000 Congress Avenue, West Palm Beach, Florida 33409.

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IN WITNESS WHEREOF, the undersigned has executed this Certificate the 23rd day of February, 2001.

1000 CONGRESS, L.L.C., Sole
General Partner

By: 

Dean Rosenbach,
Managing Member

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF PALM BEACH

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

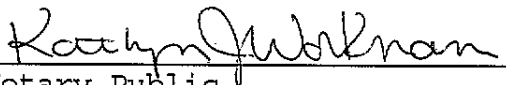
Before me, a Notary Public authorized to take acknowledgements in the State and County aforesaid, appeared DEAN ROSENBACH, the Manager of 1000 CONGRESS, L.L.C., the sole General Partner of CONGRESS SHOPPING CENTER, LTD., a Florida limited partnership ("the Partnership"), who, upon being duly sworn, certified and stated as follows:

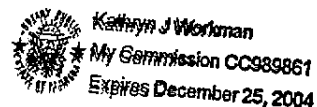
1. The total amount of capital contributions made by the limited partners to date is \$9,900.00.
2. The maximum amount of additional capital contributions anticipated to be contributed by the limited partners in addition to the amount stated above is \$0.00.
3. The amount of initial capital being contributed by the general partner is \$100.00.
4. The undersigned acknowledges that he has read the foregoing and that the facts alleged are true to the best of his knowledge and belief.

IN WITNESS WHEREOF, the undersigned has executed this Affidavit the 23rd day of February, 2001.


Dean Rosenbach

Subscribed and sworn to before me this 23rd day of February, 2001 by Dean Rosenbach, who is personally known to me.


Notary Public
State of Florida, At Large



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for CONGRESS SHOPPING CENTER, 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 the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of Registered Agent.


Aldo Beltrano

DATE: February 16, 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA