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CLASSBERG & GLASSBERG, P.A.

615 SOUTH DIXIE HIGHWAY
TALLAHASSEE, FLORIDA 32310

DAVID M. GLASSBERG
LORI H. GLASSBERG
OF COUNSEL
JAMES NEAL HUTCHINSON, JR.

(305) 669-9535
FAX (305) 669-0804

July 20, 2001

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

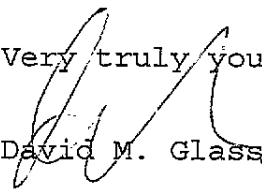
RE: 542 WASHINGTON AVENUE, LTD.

Gentlemen:

A01-1014

Enclosed please find two copies of the Certificate of Limited Partnership for 542 WASHINGTON AVENUE, LTD. Also, enclosed please find our check in the amount of \$87.50 made payable to the Secretary of State for filing fees of the above mentioned Limited Partnership.

Should you have any questions with regard to the foregoing, please contact the undersigned at (305) 669-9535.

Very truly yours,

David M. Glassberg

DMG/bal
enclosures

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TALLAHASSEE FLORIDA

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

542 WASHINGTON AVENUE, LTD.

The undersigned, pursuant to the provisions of Section 620.108 of the Florida Statutes, hereby certifies and swears in this certificate of Limited Partnership to the following:

1. NAME.

The name of the Limited Partnership is:

542 WASHINGTON AVENUE, LTD.

2. REGISTERED AGENT.

The name and address of the Registered Agent for the Limited Partnership is:

David M. Glassberg
13615 South Dixie Highway
#114-514
Miami, Florida 33176

3. GENERAL PARTNER.

The name and business address of the general partner as follows:

P-68245
542 Washington Avenue Corp., a Florida corporation
407 Lincoln Road
Suite 704
Miami Beach, Florida 33139

4. ADDRESS.

The principal business and mailing address for the Limited Partnership is as follows:

407 Lincoln Road
Suite 704
Miami Beach, Florida 33139


5. DISSOLUTION DATE.

The latest date upon which the Limited Partnership is to dissolve is December 31. 2051.

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IN WITNESS WHEREOF, the General Partner has caused this certificate of Limited Partnership to be executed at Miami Beach, Florida, this 19th day of July, 2001.


542 Washington Avenue Corp.,
General Partner

By: 
Lyle Stern, President

ACCEPTANCE BY REGISTERED AGENT

Pursuant to Sections 620.105 and 620.192 of the Florida Statutes, the undersigned accepts appointment as Registered Agent for 542 WASHINGTON AVENUE, LTD., a Florida limited partnership, and accepts all obligations imposed on it as such under Florida law.

Executed this 19th day of July, 2001.

By: 
David M. Glassberg

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned general partner of 542 WASHINGTON AVENUE, LTD.
(the "Partnership"), being duly sworn, deposes and says:

The assets contributed to the Partnership by the ^{General} Limited Partner has an agreed upon fair market value of \$ 100.00 and the total anticipated value of the capital contributions of the Limited Partners is an additional \$ 100.00, for a total of \$ 200.00.

542 Washington Avenue Corp.,
General Partner

By: 
Lyle Stern, President

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