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August 14, 2001

VIA FEDERAL EXPRESS - PRIORITY

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

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-08/15/01--01079--004
***1785.00 ***1785.00

RE: WestCity Palmetto Park, Ltd.

Dear Sir or Madam:

I have enclosed the original Certificate of Limited Partnership and the Affidavit of Capital Contributions of the above-referenced Limited Partnership for filing with your office. Also enclosed is my client's check in the amount of \$1,785.00, to cover the maximum filing fee of \$1,750 and Registered Agent designation fee of \$35.

If you have any questions regarding the enclosed, please do not hesitate to call. Thank you for your assistance with this matter.

Very truly yours,

FLEMING, HAILE & SHAW, P.A.

By:

J. H. Schnare II

James H. Schnare II

Enclosures

cc (w/out encl.): Mr. Kenneth Simigran
David M. Shaw, Esq.

A01-1098
JH

**CERTIFICATE OF LIMITED PARTNERSHIP OF
WESTCITY PALMETTO PARK, LTD.**

THE UNDERSIGNED, desiring to form a limited partnership (the "Partnership") in accordance with the requirements of Section 620.108 of the Uniform Limited Partnership Act of 1986 (the "Act"), does hereby sign and swear to this Certificate of Limited Partnership and the annexed Affidavit Regarding Capital Contributions, as follows:

1. The name of the Partnership is WestCity Palmetto Park, Ltd.
2. The name and address of the registered agent of the Partnership upon whom process may be served is Kenneth H. Simigran, 1840 N. Commerce Parkway, Suite 3, Weston, Florida 33326.
3. The name of the sole General Partner of the Partnership is WestCity Palmetto Park, LLC, a Florida limited liability company, and its business address is 1840 N. Commerce Parkway, Suite 3, Weston, Florida 33326. *LOI-13418*
4. The mailing address of the Partnership is 1840 N. Commerce Parkway, Suite 3, Weston, Florida 33326.
5. The latest date on which the Partnership is to be dissolved is December 31, 2051.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on the 14 day of August, 2001.

WestCity Palmetto Park, LLC

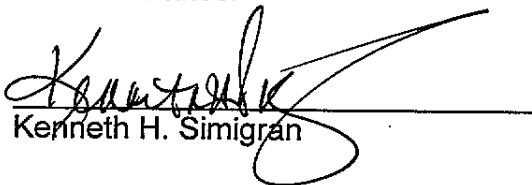
By 

Kenneth H. Simigran, Manager

FILED
01 AUG 15 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts his appointment as Registered Agent of the aforesaid Limited Partnership. I am familiar with, and accept, the obligations of, Section 620 of the Florida Statutes.


Kenneth H. Simigran


AFFIDAVIT OF CAPITAL CONTRIBUTIONS

THE UNDERSIGNED, constituting the duly authorized representative of the sole general partner of WESTCITY PALMETTO PARK, LTD., a Florida limited partnership, hereby certifies that the amount of capital contributions of the Limited Partners of such Partnership and the amount anticipated to be contributed by them is a total of three million nine hundred thousand dollars (\$3,900,000.00).

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury, the undersigned declares that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

WestCity Palmetto Park, LLC

By: 
Kenneth H. Simigran, Manager

FILED
01 AUG 15 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA