

ALAYON & ASSOCIATES, P.A.

ATTORNEYS AND COUNSELORS AT LAW
A PROFESSIONAL ASSOCIATION

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MARY E. PENA (FL. & FED.)*
LEONARD LEVI GARDNER (FL. & FED.)*
ANDREW BORAH (FL.)
DAVID COZAR (FL.)

REPLY TO: X

2450 S.W. 137TH AVENUE
SUITE 226

MIAMI, FLORIDA 33175
TEL: (305) 271-2110
FAX: (305) 271-5321

0723 137TH STREET
MIAMI, FLORIDA 33176
TEL: (305) 273-9600

4551 PONCE DE LEON BLVD
CORAL GABLES, FLORIDA 33146

August 22, 2001

VIA FEDERAL EXPRESS

Ms. Gretchen Harvey
State of Florida, Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

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-08/23/01--01039--029
****150.50 ****140.00

*Re: MEDICAL CENTER APARTMENTS, LTD. and MEDICAL CENTER
APARTMENTS, INC.*

Dear Gretchen:

Enclosed please find the Certificate of Limited Partnership of MEDICAL CENTER
APARTMENTS, LTD., and the Articles of Incorporation of MEDICAL CENTER
APARTMENTS, INC..

We have also enclosed our client's checks to cover the filing fees for the above-referenced
entities.

Please process these documents as soon as possible and send me confirmation that the entities
have been filed via fax at (305) 221-5321.

Should you require additional information, please do not hesitate to contact our offices.

Very truly yours,

Ivette Halphen Leon, Esq.

:IHL

Enclosure

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TALLAHASSEE, FLORIDA
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MEDICAL CENTER APARTMENTS, LTD.**

The undersigned, pursuant to the provisions of Section 620.108 of the Florida Statutes,
hereby certify and swear in this Certificate of Limited Partnership to the following:

1. **NAME.**

The name of the Limited Partnership is:

MEDICAL CENTER APARTMENTS, LTD.

2. **REGISTERED AGENT.**

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

A&P Registered Agent, Inc.
2450 S.W. 137th Avenue
Suite 226
Miami, Florida 33175

3. **GENERAL PARTNER.**

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

Medical Center Apartments, Inc.
2460 S.W. 137th Avenue, Suite 238
Miami, Florida 33175

✓
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4. **MAILING ADDRESS.**

The mailing address for the Limited Partnership is as follows:

Medical Center Apartments, Ltd.
c/o A&P Registered Agent, Inc.
2450 S.W. 137th Avenue, Suite 226
Miami, Florida 33175

*Document Prepared By:
Ivette Halphen Leon, Esq.
Florida Bar No.: 981834
Alayon & Associates, P.A.
2450 S.W. 137th Avenue, Suite 226
Miami, Florida 33175
(305) 221-2110*

5. **PRINCIPAL BUSINESS ADDRESS.**

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

Medical Center Apartments, Ltd.
c/o Medical Center Apartments, Inc.
964 S.W. 10th Street
Miami, Florida 33130

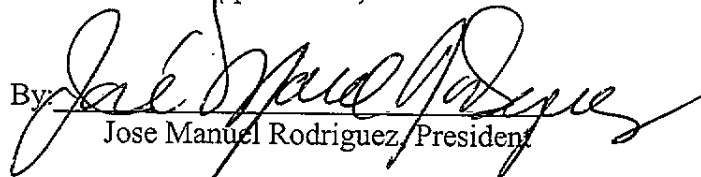
5. **DISSOLUTION DATE.**

The latest date upon which the Limited Partnership is to dissolve is August 21,
2051.

IN WITNESS WHEREOF, the General Partner has caused this Certificate of Limited
Partnership to be executed at Miami, Florida, this 21st day of August, 2001.

Medical Center Apartments, Inc.

By:



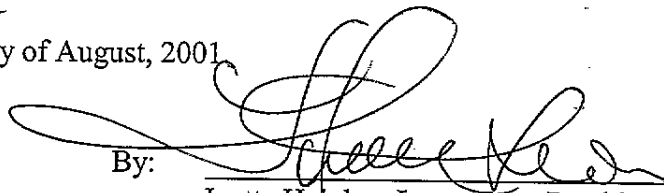
Jose Manuel Rodriguez, President

ACCEPTANCE

Pursuant to Section 620.192 of the Florida Statutes, the undersigned accepts appointment
as registered agent for Medical Center Apartments, Ltd., a Florida limited partnership, and accepts
all obligations imposed on it as such under Florida law.

Executed this 21st day of August, 2001.

By:



Ivette Halphen Leon, Esq., President
A&P Registered Agent, Inc.

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TALLAHASSEE, FLORIDA

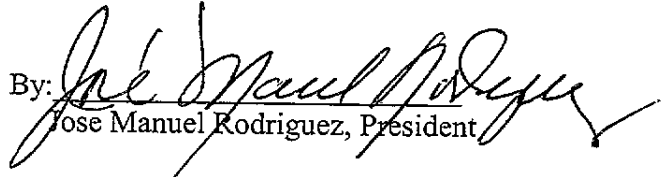
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STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

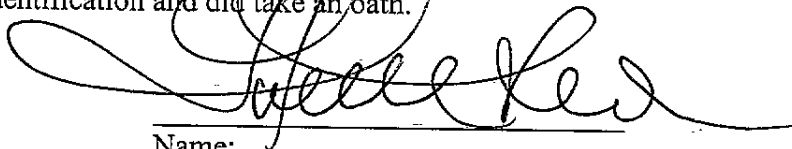
The undersigned General Partner of Medical Center Apartments, Ltd. (the "Limited Partnership"), being duly sworn, deposes and says:

The total capital contributions of the limited partners of the Limited Partnership through this date is NINE HUNDRED DOLLARS (\$900), and the anticipated future capital contributions of the limited partners to the Limited Partnership is not yet known or zero dollars (\$0).

Medical Center Apartments, Inc., General Partner

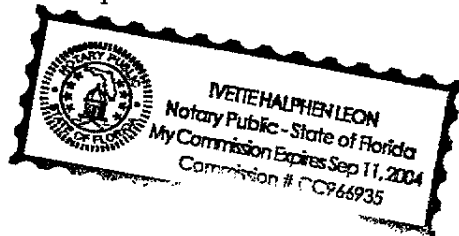
By: 
Jose Manuel Rodriguez, President

The foregoing instrument was subscribed and sworn to before me by JOSE MANUEL RODRIGUEZ, President of Medical Center Apartments, Inc., on behalf of Medical Center Apartments, Ltd. this 21st day of August, 2001. He is personally known to me or has produced his Florida Driver's License as identification and did take an oath.



Name:
Notary Public
State of Florida at Large

My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA