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 FEB 19 2002
 PM 2:26
 TALLAHASSEE, FLORIDA
 DEPARTMENT OF STATE

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Arbor Crest, LTD,

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate

Retrieval Request

- Photocopy
- Certified Copy

(Handwritten mark resembling a '4' or 'y' inside a circle)

Other **400004953584--8**
 -02/19/02--01042--004
 ****140.00 ****140.00

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
 02 FEB 19 AM 10:51
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

X Limited Partnership

CERTIFICATE OF LIMITED PARTNERSHIP
OF
ARBOR CREST, LTD.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole General Partner of ARBOR CREST, LTD., a Florida limited partnership (the "Partnership"), hereby execute and submit for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:
ARBOR CREST, LTD.
2. The office and principal place of business for the Partnership currently is:
2937 S. W. 27th Avenue, Suite 303
Coconut Grove, Florida 33133
3. The name and address of the agent for service of process on the Partnership

are:

Brian J. McDonough
2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130

4. The name and address of the General Partner of the Partnership are:
TCG ARBOR CREST, INC.
2937 S. W. 27 Avenue, Suite 303
Coconut Grove, Florida 33133

PO200018712

5. The mailing address of the Partnership is:
2937 S. W. 27th Avenue, Suite 303
Coconut Grove, Florida 33133
6. The latest date upon which the Partnership shall dissolve is December 31,

IN WITNESS WHEREOF, the undersigned have signed this Certificate of Limited Partnership as General Partners, pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: February 13, 2002

TCG ARBOR CREST, INC., a Florida corporation, its sole General Partner

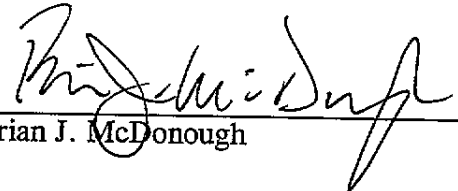
By: 
Lloyd Boggio, President

FILED
FEB 23 2002
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Brian J. McDonough hereby accepts his appointment as registered agent for ARBOR CREST, LTD., a Florida limited partnership and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: February 13, 2002


Brian J. McDonough

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

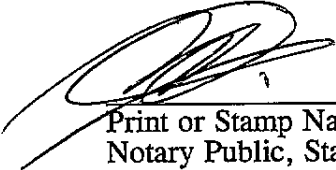
BEFORE ME, the undersigned authority, personally appeared Lloyd Boggio, as President of TCG ARBOR CREST, INC., a Florida corporation, as General Partner of ARBOR CREST, LTD., a Florida limited partnership (the "Partnership"), who states as follows:

1. The aggregate capital contributions made by the Limited Partner of the Partnership to the Partnership is \$99.99.
2. It is not anticipated that the Limited Partner will make any additional contributions to the capital of the Partnership other than as set forth in Number 1, above.

TCG ARBOR CREST, INC., a Florida corporation, its sole General Partner

By: 
Lloyd Boggio, President

The foregoing instrument was acknowledged before me this 13th day of February, 2002 by Lloyd Boggio, as President of TCG ARBOR CREST, INC., a Florida corporation, a General Partner of ARBOR CREST, LTD., a Florida limited partnership (the "Partnership"), who is personally known to me or who has produced a driver's license as identification and who did not take an oath.



Print or Stamp Name:
Notary Public, State of Florida at Large
Commission No.:
My Commission Expires: