

FEB. 28. 2002 4:25PM FOLEY & LARDNER
Division of Corporations

NO. 28291gep. 1of

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Florida Department of State

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FLORIDA LIMITED PARTNERSHIP

100 East Las Olas, Ltd.

DIVISION OF CORPORATIONS

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Fax Audit No. H02000046914

CERTIFICATE OF LIMITED PARTNERSHIP
OF

100 EAST LAS OLAS, LTD.,
a Florida limited partnership

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned General Partner desiring to form a Limited Partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the Limited Partnership is 100 East Las Olas, Ltd. (the "Partnership").
2. The address of the office of the Partnership is 200 East Las Olas Boulevard, Suite 1600, Fort Lauderdale, Florida 33301.
3. The street address of the agent for service of process upon the Partnership is The Greenleaf Building, 200 Laura Street North, Jacksonville, Florida 32202, and the agent at that address is F&L Corp.
4. The name and business address of the General Partner of the Partnership are as follows: Omni Equities North Corporation, 200 East Las Olas Boulevard, Suite 1600, Fort Lauderdale, Florida 33301. *902-22195*
5. The mailing address of the Partnership is 200 East Las Olas Boulevard, Suite 2600, Fort Lauderdale, Florida 33301.
6. The latest date upon which the Partnership will dissolve is December 31, 2050.

The execution of this Certificate of Limited Partnership by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

This Certificate of Limited Partnership has been executed by the General Partner of 100 East Las Olas, Ltd. this 26th day of February, 2002.

GENERAL PARTNER:

Omni Equities North Corporation, a Florida corporation

By: *Richard D. Zipes*

Name: Richard D. Zipes

Title Vice President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS
100 EAST LAS OLAS, LTD.

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TALLAHASSEE, FLORIDA

02 FEB 28

The undersigned, constituting the sole general partner of 100 East Las Olas, Ltd., certifies as follows:

The amount of capital contributions to date of the limited partners is \$1,000.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,000,000.

Executed this 26th day of FEBRUARY, 2002.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

GENERAL PARTNER:
OMNI EQUITIES NORTH CORPORATION

By: Richard D. Zipes

Name: Richard D. Zipes
Title: Vice President

Fax Audit No. H02000046914

ACCEPTANCE BY REGISTERED AGENT

100 EAST LAS OLAS, LTD.

Having been named to accept service of process for the above stated limited partnership, at the place designated in the above Certificate of Limited Partnership, F&L Corp. agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties. F&L Corp. is familiar with and accepts the obligations of a registered agent.

F&L Corp.

By: Charles V. Hedrick
Charles V. Hedrick,
Authorized Signatory

Date: February 28, 2002

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