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ACCOUNT NO. : 072100000032

REFERENCE : 428530 7236924

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
02 MAR -5 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 5, 2002

ORDER TIME : 11:10 AM

ORDER NO. : 428530-005

CUSTOMER NO: 7236924

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-03/05/02-01037-021

***1837.50 ***1837.50

CUSTOMER: Gary A. Korn, Esq
Leopold, Korn & Leopold,
P.a.
20801 Biscayne Blvd.
Ste. 501, Aventura Corp Center
Aventura, FL 33180

DOMESTIC FILING

NAME: MORTGAGE INVESTMENT GROUP
32, LTD.

BK

EFFECTIVE DATE:

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Susie Knight - EXT. 1156
EXAMINER'S INITIALS:

RECEIVED
02 MAR -5 PM 12:06
DIVISION OF CORPORATION

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MORTGAGE INVESTMENT GROUP 32, LTD.**

WE, the undersigned, desiring to form a Limited Partnership, and pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Sections 620.101 et seq., of the Florida Statutes, do hereby certify:

1. The name of the entity under which such Limited Partnership is to be conducted is MORTGAGE INVESTMENT GROUP 32, LTD.

2. The address of the office of the Limited Partnership is 307 South 21st Avenue, Hollywood, Florida 33020.

3. The agent for service of process upon the Limited Partnership is HARVEY BIRDMAN, whose address is 307 South 21st Avenue, Hollywood, Florida 33020.

4. The name and business address of the sole general partner of the Limited Partnership is MARINERS KEY LARGO L.L.C., a Florida limited liability company, 307 South 21st Avenue, Hollywood, Florida 33020.

5. The name and business address of the sole limited partner of the Limited Partnership is GARY A. KORN, Trustee, 20801 Biscayne Boulevard, Suite 501, Aventura, Florida 33180.

6. The mailing address of the Limited Partnership is 307 South 21st Avenue, Hollywood, Florida 33020.

7. The latest date upon which the Limited Partnership is to dissolve is January 1, 2010.

DATED this 1st day of March, 2002.

GENERAL PARTNER:

MARINERS KEY LARGO, L.L.C., a Florida limited liability company

By: _____

HARVEY BIRDMAN, Managing Member

LIMITED PARTNER:

GARY A. KORN, Trustee

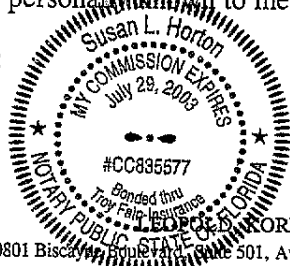
STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

SS:)

The foregoing instrument was acknowledged before me this 1st day of March, 2002, by HARVEY BIRDMAN, as Managing Member of MARINERS KEY LARGO L.L.C., a Florida limited liability company, who is personally known to me.

My Commission Expires:



Notary Public, State of Florida

Print Name: Susan L. Horton

LEOPOLD, KORN & LEOPOLD, P.A.
20801 Biscayne Boulevard, Suite 501, Aventura, FL 33180 Telephone: 305-935-3500

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

) SS:

The foregoing instrument was acknowledged before me this 1st day of March, 2002, by GARY A. KORN, Trustee who is personally known to me.

My Commission Expires:



Susan L. Horton
Notary Public, State of Florida

Print Name: Susan L. Horton

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the designation of Registered Agent as set forth in this Certificate of Limited Partnership for MORTGAGE INVESTMENT GROUP 32, LTD., a Florida Limited Partnership.

Harvey Birdman
HARVEY BIRDMAN, Registered Agent

FILED
02 MAR -5 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared HARVEY BIRDMAN ("Affiant"), who being first duly sworn, upon oath, states as follows:

1. That Affiant is the Managing Member of MARINERS KEY LARGO L.L.C., a Florida limited liability company (the "Company"), and is duly authorized to execute this Affidavit on behalf of the Company.

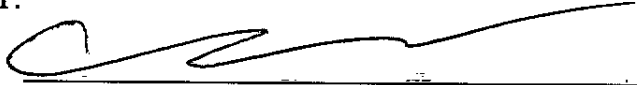
2. That the Company is the sole general partner of MORTGAGE INVESTMENT GROUP 32, LTD., a Florida limited partnership (the "Limited Partnership") and GARY A. KORN, Trustee is the sole limited partner of the Limited Partnership.

3. That the amount of the capital contribution of the sole limited partner and the amount anticipated to be contributed by the sole limited partner is as follows:

Amount contributed: \$ 100.00

Amount anticipated
to be contributed \$ 999,900.00


FURTHER AFFIANT SAYETH NOT.



HARVEY BIRDMAN - Affiant

SWORN TO, ACKNOWLEDGED AND SUBSCRIBED before me this 1st day of March, 2002, by HARVEY BIRDMAN, Affiant, who is personally known to me.

My Commission Expires:



Notary Public, State of Florida

Print Name: Susan L. Horton

