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Courtelis
Company

March 18, 2002

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

3/20

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Re: Grande Court North Port Associates, Ltd.

Ladies and Gentlemen:

With reference to the formation of the aforementioned entity as a Florida limited partnership, enclosed herewith are the following original document and instrument, to wit:

1. Certificate of limited partnership of Grande Court North Port Associates, Ltd., executed by its corporate general partner, Grande Court North Port, Inc., a Florida corporation, on March 18, 2002, and which has attached to it the limited partnership registered agent designation and the affidavit of capital contributions, both of which have also been executed by Grande Court North Port, Inc.; and
2. The undersigned's trust account check number 2293, made payable to the Florida Department of State, in the amount of \$201.25, which represents the filing fee for the formation of same based upon an initial contribution of \$15,000.00 by the partners (i.e., \$105.00), a certified copy of the certificate (i.e., \$52.50), the resident agent designation (i.e., \$35.00) and a certificate of good standing/authority (\$8.75).

Once the limited partnership has been formed, kindly return the certified copy of the certificate along with the certificate of good standing/authority to the undersigned.

Sincerely yours,

Victor L. Stosik

Victor L. Stosik
General Counsel

VLS/cem
Enclosures

701 Brickell Ave., Suite 1400
Miami, Florida 33131-2822
Telephone: (305) 379-8467
Facsimile: (305) 381-7875

RECEIVED
MAR 20 2002
TALLAHASSEE, FLORIDA

FILED
02 MAR 20 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
GRANDE COURT NORTH PORT ASSOCIATES, LTD.**

The undersigned General Partner, desiring to form a limited partnership pursuant to Section 620.108 of the Florida Statutes, does hereby certify and swear to the following:

1. The name of the limited partnership is GRANDE COURT NORTH PORT ASSOCIATES, LTD.

2. The location of the principal place of business of the limited partnership is 701 Brickell Avenue, Suite 1400, Miami, Florida 33131-2822.

3. The name of the agent for service of process on the limited partnership required to be maintained pursuant to the provisions of Section 620.105 of the Florida Statutes is W. Douglas Pitts, whose address is 701 Brickell Avenue, Suite 1400, Miami, Florida 33131-2822.

4. The name and business address of the general partner is GRANDE COURT NORTH PORT, INC., a Florida corporation, 701 Brickell Avenue, Suite 1400, Miami, Florida 33131-2822.

5. The mailing address for GRANDE COURT NORTH PORT ASSOCIATES, LTD., is 701 Brickell Avenue, Suite 1400, Miami, Florida 33131-2822.

6. The latest date upon which the limited partnership is to dissolve is December 31, 2062, unless otherwise agreed in writing by the partners.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the General Partner of GRANDE COURT NORTH PORT ASSOCIATES, LTD., this 18th day of MARCH, 2002.

GENERAL PARTNER:

GRANDE COURT NORTH PORT, INC., a
Florida corporation

By: _____

Elias Vassilaros
Executive Vice President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

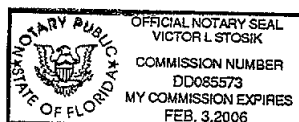
BEFORE ME, personally appeared Elias Vassilaros, known to me to be Executive Vice President of Grande Court North Port, Inc., a Florida corporation, the general partner of Grande Court North Port Associates, Ltd., in the foregoing instrument, and known to me to be the person who executed the same, and he acknowledged before me that said instrument is his act and deed and that he executed the same for the purposes therein expressed in the capacities stated herein. He is personally known to me and did/did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 18th day of MARCH, 2002.

Name: _____

Notary Public, State of Florida

My Commission Expires:



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LIMITED PARTNERSHIP REGISTERED AGENT DESIGNATION

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

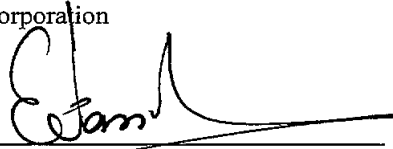
IN COMPLIANCE WITH SECTION 620.105(2), FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

GRANDE COURT NORTH PORT ASSOCIATES, LTD., with its principal place of business at 701 Brickell Avenue, Suite 1400, Miami, Florida 33131-2822, has named VICTOR L. STOSIK, located at 701 Brickell Avenue, Suite 1400, Miami, State of Florida, as its Agent to accept service of process within Florida.

GENERAL PARTNER:


GRANDE COURT NORTH PORT, INC., a
Florida corporation

By:


Elias Vassilaros
Executive Vice President

Date: MARCH 18, 2002

Having been named to accept service of process as statutory registered agent for the above stated limited partnership, at the place designated in this certificate, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 620.192 Florida Statutes.


Victor L. Stosik

Date: MARCH 18, 2002

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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

BEFORE ME, the undersigned authority, personally appeared ELIAS VASSILAROS, the Executive Vice President of GRANDE COURT NORTH PORT, INC., a Florida corporation, and the general partner of GRANDE COURT NORTH PORT ASSOCIATES, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", who, upon being duly sworn, certified as follows:

1. The amount of the initial capital contributions made by the limited partners to the Partnership is, in the aggregate, \$15,000.00.

2. At this time, the anticipated amount of the capital contributions to be made by the limited partners to the Partnership is, in the aggregate, \$15,000.00.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER:

GRANDE COURT NORTH PORT, INC., a
Florida corporation

By: _____

Elias Vassilaros
Executive Vice President

Date: March 18, 2002
Miami, Florida

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Elias Vassilaros, as Executive Vice President of Grande Court North Port, Inc., a Florida corporation and the general partner of Grande Court North Port Associates, Ltd., known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as the President of the General Partner of said Partnership. He is personally known to me and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 18th day of MARCH, 2002.

Victor L. Stosik

Name: _____
Notary Public, State of Florida

My Commission Expires:

