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**FERRELL
SCHULTZ**

Ferrell Schultz Carter Zumpano & Fertel
A PROFESSIONAL ASSOCIATION

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
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May 22, 2002

Secretary of State of Florida
Division of Corporations
PO Box 6327
Tallahassee, FL 32314


100005600211--5
-05/23/02--01063--011
*******98.00 *****98.00**

Re: Formation of Limited Partnership for BENT TREE COMMERCIAL
PARK III, LTD.

Dear Sir/Madam:

We represent the above named Limited Partnership. Enclosed for filing please find the Certificate of Limited Partnership and Affidavit of Capital Contributions for BENT TREE COMMERCIAL PARK III, LTD., along with our client's check in the amount of \$98.00 representing payment in full for the statutorily prescribed filing fee for a limited partnership which is based upon the anticipated amount to be contributed by the limited partners at a rate of Seven (\$7.00) Dollars per \$1,000 plus a Thirty-Five (\$35.00) Dollar fee for designating a registered agent.

Sincerely,
FERRELL SCHULTZ


Scott Lowell Podvin
For the Firm

Enclosures

Joseph Beeler
R. Edson Briggs, Jr.
Bonnie A. Burchko
Francis L. Carter
Bryan R. Cleveland
Vivian de las Cuevas
Ignacio G. del Valle
Milton M. Ferrell Jr.
Alan K. Fertel
Norman A. Fleisher
Alexis Gonzalez
Sandra P. Greenblatt
Gregory C. Harrell
Ralph Kénol
Jeffrey T. Kucera
Lee F. Lasris
David P. Lederman
H. Eugene Lindsey, III
Robyn E. Lustgarten
Raul M. Matas
William R. Middleton, Jr.
Gary M. Murphree
Sharon-Jo Nachman
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Leon N. Patricios
William M. Pearson
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Thomas G. Schultz
Sahar Seth
Adam R. Shevin
William J. Simonisch
Steve L. Wasserstein
Jason S. Weiss
Joseph I. Zumpano
D. Zumpano
Martin Greenbaum
European Community Counsel
Gerold Ibler
A. J. Richey, P.A.
William L. Richey, P.A.

J. BRYAN MAY 31 2002

CERTIFICATE OF LIMITED PARTNERSHIP

We, the undersigned, desiring to form a limited partnership, pursuant to Section 620.108 of the Florida Statutes, do hereby certify as follows:

1. The name of the limited partnership is BENT TREE COMMERCIAL PARK III, LTD., a Florida limited partnership (the "Limited Partnership").
2. The location of the registered office and principal place of business of the Limited Partnership shall be at the Professional Training Center, 13926 SW 47th Street, Miami, Florida 33175. The General Partner (as defined below) may establish additional places of business for the Limited Partnership when and where required by the Limited Partnership's business.
3. The "Registered Agent" for Service of Process for the Limited Partnership shall be BAYSIDE INTERNATIONAL REALTY, INC., a Florida corporation, or such other person or entity as the General Partner (as defined below) may designate from time to time at any time by written notice thereof delivered to the Limited Partners ten (10) days prior to any such change.
4. The Registered Agent's address shall be located at the Professional Training Center, 13926 SW 47th Street, Miami, Florida 33175.

5. ACCEPTANCE BY REGISTERED AGENT

Having been designated as registered agent for BENT TREE COMMERCIAL PARK III, LTD, a FL limited partnership, at the location designated above, the undersigned hereby agrees to accept service of process for the Limited Partnership and to comply with all statutes and regulations promulgated thereunder relative to the complete and proper performance of the duties of a registered agent.

Dated this 20th day of MAY 2002.

BAYSIDE INTERNATIONAL REALTY,
INC., a Florida corporation

By: [Signature]
Antonio Prado, President

6. The mailing address of the Limited Partnership is c/o Professional Training Center, 13926 SW 47th Street, Miami, Florida 33175.
7. The term of the Limited Partnership shall commence on the date on which this Certificate is filed with the Department of State of the State of Florida and shall end on 12/31/25 unless earlier dissolved in accordance with the Partnership Agreement.
8. BAYSIDE INTERNATIONAL REALTY, INC., a Florida corporation, located at Professional Training Center, 13926 SW 47th Street, Miami, Florida 33175

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shall be the general partner (the "General Partner") of this Limited Partnership. Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 20th day of MAY, 2002.

GENERAL PARTNER

BAYSIDE INTERNATIONAL
REALTY, INC., a Florida corporation.

093000086576

BY: 

Antonio Prado

ITS: President

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR
BENT TREE COMMERCIAL PARK III, LTD.**

The undersigned constituting all of the general partners of **BENT TREE COMMERCIAL PARK III, LTD.**, a Florida limited partnership, certify:

The amount of capital contributions to date of the limited partner is Nine Thousand (\$9,000) Dollars.

The total amount contributed and anticipated to be contributed by the limited partner(s) at this time totals Nine Thousand (\$9,000) Dollars.

Signed this 20th day of May, 2002.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

GENERAL PARTNER

BAYSIDE INTERNATIONAL
REALTY, INC., a Florida corporation.

BY: 

Antonio Prado

ITS: President

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