



A02000000922

ACCOUNT NO. : 072100000032

REFERENCE : 652970 7114163

AUTHORIZATION :

Patricia Pijet

COST LIMIT : \$ 87.50

FILED
02 JUL -5 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : July 5, 2002

ORDER TIME : 2:04 PM

ORDER NO. : 652970-005

CUSTOMER NO: 7114163

CUSTOMER: Ms. Elisa Misrahi
Mark Randolph Rubin, Esq

P. O. Box 402279

Miami, FL 33140

B

BK

RECEIVED
02 JUL -5 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: LOEWS, LTD.

W02000019631

800006236048--1

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- XX CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 8, 2002

SUSIE KNIGHT
CSC
TALLAHASSEE, FL

SUBJECT: LOEWS, LTD.
Ref. Number: W02000019631

RESUBMIT
Please give original
submission date as file date.

FILED
02 JUL -5 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for LOEWS, LTD. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

You are not required to file your limited partnership agreement.

Unless there is a special reason why this partnership wants its AGREEMENT to be made a matter of public record, please not resubmit the agreement.

The documents you are required to file are a CERTIFICATE OF LIMITED PARTNERSHIP and an AFFIDAVIT OF CAPITAL CONTRIBUTIONS. You already have the AFFIDAVIT.

Please complete our CERTIFICATE OF LIMITED PARTNERSHIP form or draw up your own document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Corporate Specialist

Letter Number: 802A00042452

RECEIVED
02 JUL -9 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

1. Loews Limited Partnership
(Name of Limited Partnership; must contain a suffix such as "Limited", "Lid.", or "Limited Partnership")

2. 777 ARTHUR GODFREY ROAD, 4th Floor
(Business address of Limited Partnership)

3. Philip Gross
(Name of Registered Agent for Service of Process)

4. 777 41st Street, Suite 310 Miami Beach, FL 33140
(Florida street address for Registered Agent)

5. [Signature]
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)

6. 777 ARTHUR GODFREY RD, 4th Floor Miami Beach FL 33140
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2052

8. Name(s) of general partner(s): _____ Street address: _____

Clearwater Apartments, Inc. 777 41st St, 4th Floor, Miami Beach FL 33140

047000063564 _____

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

Signed this 8th day of JULY, 2002.

Signature of all general partners: _____

Clearwater Apartments, Inc. _____
General Partner By: [Signature] General Partner

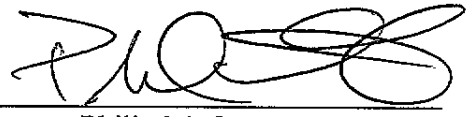
Robert Bulough, President _____
General Partner General Partner

_____ General Partner _____
General Partner

FILED
02 JUL 15 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MIAMI BEACH, FL 33140

I Philip M. Gross acknowledge and accept the designation as registered agent for service of process for Loews, Ltd. My principal place of business is 777 Arthur Godfrey Road, 4th Floor, Miami Beach, FL 33140.

FILED
02 JUL 25 AM 2:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Philip M. Gross