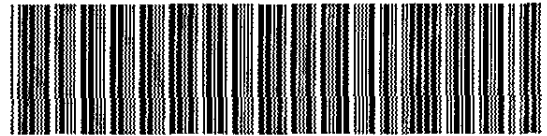


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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(Requestor's Name)

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DIVISION OF REGISTRATION



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TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 793295 8941A

AUTHORIZATION

Patricia Pigato

COST LIMIT : \$ 1,837.50

ORDER DATE : October 23, 2002

ORDER TIME : 3:44 PM

ORDER NO. : 793295-005

CUSTOMER NO: 8941A

CUSTOMER: Bruce D. Green, Esq
Bruce D. Green, Esq
Suite 400
600 South Andrews Avenue
Ft. Lauderdale, FL 33301

DOMESTIC FILING

NAME: SANTA FE PACIFIC TRUST, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Parramore - EXT. 1147

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

RESUBMIT

FILED

Please give original
submission date as file date.
02 OCT 25

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

October 24, 2002

CSC

SUBJECT: SANTA FE PACIFIC TRUST, LTD.
Ref. Number: W02000030736

We have received your document for SANTA FE PACIFIC TRUST, LTD. and the authorization to debit your account in the amount of \$1837.50. However, the document has not been filed and is being returned for the following:

A post office box is not an acceptable address for the registered agent.

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) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 502A00058832

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02 OCT 25 PM 2:32
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SANTA FE PACIFIC TRUST, LTD.**

FILED
02 OCT 25 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State of Florida this certificate of Limited Partnership, as follows:

1. The name of the limited partnership ("Partnership") is Santa Fe Pacific Trust, Ltd.
2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by section 620.105 of the Florida revised uniform Limited Partnership Act (the "Act") is 1020 NW 62nd Street, Fort Lauderdale, Florida 33309.
3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is Nerissa Whittington, 1020 NW 62nd Street, Fort Lauderdale, Florida 33309.

4. The name and business address of the General Partner of the Partnership is as follows:

GENERAL PARTNER

Santa Fe Pacific Trust, Inc., a Florida
Corporation

BUSINESS ADDRESS

1020 NW 62nd Street
Fort Lauderdale, FL 33309

5. A mailing address for the Partnership is as follows:

1020 NW 62nd Street
Fort Lauderdale, FL 33309
6. The latest date upon which the partnership is to dissolve is December 31, 2050, unless terminated sooner in accordance with the provisions of the Limited Partnership Agreement.
7. An affidavit as to the capital contributions of the limited partners is submitted herewith and hereby incorporated herein by reference.

IN WITNESS WHEREOF, we have hereunto subscribed our hands and seals to this

Certificate this 17th day of July, 2002.

FILED

02 OCT 25 PM 3:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GENERAL PARTNER

SANTA FE PACIFIC TRUST, INC. a Florida
Corporation

By: [Signature]
Its: DIRECTOR

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT

FILED

02 OCT 25 PM 3: 14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, named as the agent for service of process in paragraph three of the Certificate of Limited Partnership of Santa Fe Pacific Trust, Ltd, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, accepts the obligations imposed upon registered agents under the Florida Revised uniform Limited Partnership Act.

DATED this 7-17-02 day of July, 2002.


Nerissa Whittington

STATE OF New Mexico }
COUNTY OF Bernalillo } s.s.

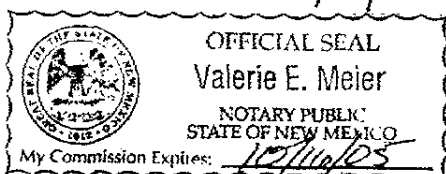
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of aforesaid and the county aforesaid to take acknowledgements, the foregoing instrument was acknowledged before me by Nerissa Whittington, who is personally known to me or who produced personally known to me as identification and who did (not) take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 17th day of July, 2002.


Notary Public Signature

Valerie E. Meier
Typed or Printed Name of Notary

My commission expires: 10/16/05



**AFFIDAVIT DECLARING AMOUNT OF
THE CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF
SANTA FE PACIFIC TRUST, LTD.**

FILED
OCT 25 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, constituting the sole General partner of Santa Fe Pacific Trust, Ltd. (the "Partnership"), a Florida limited partnership, certifies as follows:

Upon the formation of the Partnership, the General Partner and the Limited Partner shall make contributions of cash and real property to the Partnership having an aggregate value of \$8,250,000.00. Neither the General Partner nor Limited Partner is obligated to make additional capital contributions.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:
Santa Fe Pacific Trust, Inc., a Florida
Corporation

By: 

Printed: MELISSA WHITTINGTON

Its: DIRECTOR

STATE OF New Mexico }
COUNTY OF Bernalillo } s.s.

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02 OCT 25 PM 3:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of aforesaid and the county aforesaid to take acknowledgements, the foregoing instrument was acknowledged before me by Nerissa Whittington, who is personally known to me or who produced personally known to me as identification and who did (not) take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 17th day of July, 2002.

Valerie E. Meier
Notary Public Signature

Valerie E. Meier
Typed or Printed Name of Notary

My commission expires:

10/16/05

