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Florida Department of State
Division of Corporations
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To: Division of Corporations
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From: Account Name : STEARNS WEAVER MILLER, ET AL.
Account Number : 076077002504
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12/12/02

FLORIDA LIMITED PARTNERSHIP

TDC Flagler Two, Ltd.

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Certificate of Status	1
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
TDC FLAGLER TWO, LTD.**

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole General Partner of TDC FLAGLER TWO, LTD., a Florida limited partnership (the "Partnership"), hereby executes and submits for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:
TDC FLAGLER TWO, LTD.
2. The office and principal place of business for the Partnership currently is:
2828 Coral Way, Penthouse Suite
Miami, Florida 33145
3. The name and address of the agent for service of process on the Partnership are:
Angel Hernandez
2828 Coral Way, Penthouse Suite
Miami, Florida 33145
4. The name and address of the General Partner of the Partnership are:
TDC Flagler Two, Inc.
2828 Coral Way, Penthouse Suite
Miami, Florida 33145
5. The mailing address of the Partnership is:
2828 Coral Way, Penthouse Suite
Miami, Florida 33145
6. The latest date upon which the Partnership shall dissolve is December 31, 2052.

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P02-126668

Filed by: J. Gerstenfeld, Corp. Legal Asst.
Stearns Weaver Miller Weissler, et al
150 West Flagler Street, Suite 2200
Miami, Florida 33130
t: 305-789-3545/f: 305-789-3395

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IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as General Partner, pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: November 27, 2002

TDC FLAGLER TWO, INC., a Florida corporation, its sole General Partner

By: Angel Hernandez
Angel Hernandez, Vice President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Angel Hernandez hereby accepts his appointment as registered agent for TDC FLAGLER TWO, LTD., a Florida limited partnership and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: November 27, 2002

Angel Hernandez
Angel Hernandez, Registered Agent

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Angel Hernandez, as Vice President of TDC FLAGLER TWO, INC., a Florida corporation, as General Partner of TDC FLAGLER TWO, LTD., a Florida limited partnership (the "Partnership"), who states as follows:

1. The aggregate capital contributions made by the Limited Partners of the Partnership to the Partnership is \$99.90.

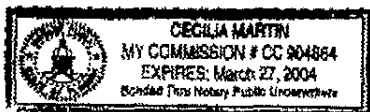
2. It is not anticipated that the Limited Partners will make any additional contributions to the capital of the Partnership other than as set forth in Number 1, above.

TDC FLAGLER TWO, INC., a Florida
corporation, as General Partner

By: *Angel Hernandez*
Angel A. Hernandez, Vice President

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The foregoing instrument was acknowledged before me this 27th day of November, 2002 by Angel Hernandez, as Vice President of TDC Flagler Two, Inc., a Florida corporation, as the sole General Partner of TDC Flagler Two, Ltd., a Florida limited partnership, who is personally known to me or who has produced a driver's license as identification and who did not take an oath.



Cecilia Martin
Print or Stamp Name:
Notary Public, State of Florida at Large
Commission No.:
My Commission Expires:

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MEMORANDUM

TO: Florida Department of State
FROM: Jackie Gerstenfeld
RE: TDC Flagler Two, Ltd.
DATE: December 2, 2002

The Articles of Incorporation of TDC Flagler Two, Inc., the general partner of the above-referenced limited partnership, were filed contemporaneously herewith.

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305 789 3395;

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From: Accounts Receivable : STEPHEN WILSON, PE, AS
Accounts Receivable : 754291802504
Phone : (305) 789-3395
Fax Number : (305) 789-3395

FLORIDA LIMITED PARTNERSHIP

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