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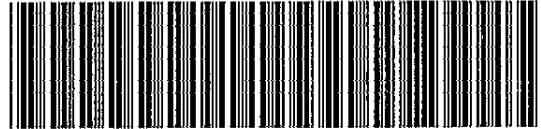
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TALLAHASSEE, FLORIDA

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03 JAN 10 AM 11:42
TALLAHASSEE, FLORIDA
SECRETARY OF STATE



ACCOUNT NO. : 072100000032

REFERENCE : ~~888233~~ 4311473

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 148.75

ORDER DATE : January 10, 2003

ORDER TIME : 11:20 AM

ORDER NO. : 888233-005

CUSTOMER NO: 4311473

CUSTOMER: Jackie Gerstenfeld, Paralegal
Stearns Weaver Miller
Weissler Alhadeff & Sitterson,
Museum Tower, Suite 2200
150 West Flagler Street
Miami, FL 33130

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TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: RAILWAY APARTMENTS, 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
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: _____

CERTIFICATE OF LIMITED PARTNERSHIP
OF
RAILWAY APARTMENTS, LTD.

FILED
03 JAN 10 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole General Partner of RAILWAY APARTMENTS, LTD., a Florida limited partnership (the "Partnership"), hereby execute and submit 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:

RAILWAY APARTMENTS, LTD.

2. The office and principal place of business for the Partnership currently is:

2937 S. W. 27th Avenue, Suite 303
Coconut Grove, Florida 33133

3. The name and address of the agent for service of process on the Partnership
are:

Brian J. McDonough
2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130

4. The name and address of the General Partner of the Partnership are:

TCG RAILWAY APARTMENTS, INC.
2937 S. W. 27 Avenue, Suite 303
Coconut Grove, Florida 33133

✓ P0300000 3178

5. The mailing address of the Partnership is:

2937 S. W. 27th Avenue, Suite 303
Coconut Grove, Florida 33133

6. The latest date upon which the Partnership shall dissolve is December 31,

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

DATED: January 31, 2003

TCG RAILWAY APARTMENTS, INC., a
Florida corporation, its sole General Partner

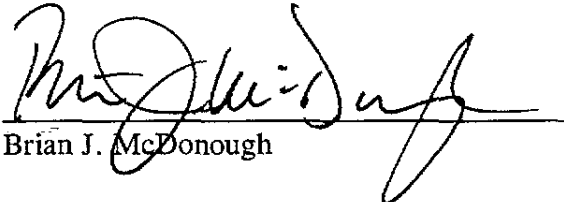
By: 

Lloyd Boggio, President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Brian J. McDonough hereby accepts his appointment as registered agent for RAILWAY APARTMENTS, 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: January 31, 2003


Brian J. McDonough

FILED

03 JAN 10 PM 1:14

CLERK OF CIRCUIT COURT
HALL COUNTY, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Lloyd Boggio, as President of TCG RAILWAY APARTMENTS, INC., a Florida corporation, as General Partner of RAILWAY APARTMENTS, LTD., a Florida limited partnership (the "Partnership"), who states as follows:

1. The aggregate capital contributions made by the Limited Partner of the Partnership to the Partnership is \$99.99.
2. It is not anticipated that the Limited Partner will make any additional contributions to the capital of the Partnership other than as set forth in Number 1, above.

TCG RAILWAY APARTMENTS, INC., a
Florida corporation, its sole General Partner

By: _____

Lloyd Boggio, President

The foregoing instrument was acknowledged before me this 8th day of January, 2003 by Lloyd Boggio, as President of TCG Railway Apartments, Inc., a Florida corporation, a General Partner of Railway Apartments, Ltd., a Florida limited partnership (the "Partnership"), who is personally known to me or who has produced a driver's license as identification and who did not take an oath.

Print or Stamp Name: _____

Notary Public, State of Florida, at Large

Commission No.: _____

My Commission Expires: _____



Sonia Young-Hernandez
Commission # CC 941712
Expires June 4, 2004
Bonded Thru
Atlantic Bonding Co., Inc.