

A030000000476

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____



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MJM

03/25/03--01052--004 **1785.00

Special Instructions to Filing Officer:

3/26 FL LP

Avril

GAVE

AUTHORIZATION BY PHONE TO
CORRECT add Ste # 410

DATE 3/26/03

LOC. EXAM 2/6/03

Office Use Only

303A00018373

03/25/03 PM 1:21

DeG Capital G.P. I Inc.

140 Intracoastal Pointe Drive, Jupiter, Florida 33477

March 24, 2003

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ste 410

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Filing of Certificates of Limited Partnership

Dear Sir or Madam:

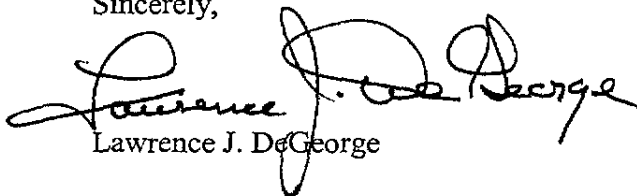
Enclosed please find executed documents forming two new Florida limited partnerships. The two new entities are named, respectively, Miami Residences Holdco, LTD. and Miami Retail Holdco, LTD. Enclosed are the following documents:

- Certificate of Limited Partnership for Miami Residences Holdco, LTD.
- Affidavit of General Partner of Miami Residences Holdco, LTD. regarding limited partner contributions.
- Certificate of Limited Partnership for Miami Retail Holdco, LTD.
- Affidavit of General Partner of Miami Retail Holdco, LTD. regarding limited partner contributions.

Please file the enclosed documents to consummate the formation of these two new entities.

Also enclosed, please find two separate checks made payable to the Florida Department of State, each in the amount of \$1785 which is the maximum filing fee of \$1750 for a limited partnership plus the \$35 fee required for designation of a registered agent.

Sincerely,


Lawrence J. DeGeorge

Enclosures

cc: David Falck, Esq.

CERTIFICATE OF LIMITED PARTNERSHIP

OF

MIAMI RETAIL HOLDCO, LTD.

THE UNDERSIGNED, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (the "Act") DOES HEREBY CERTIFY as follows:

1. The name of the Partnership is Miami Retail Holdco, LTD.

2. The address and registered office of the Partnership is 140 Intracoastal Pointe Drive, ^{ste 41E} Jupiter, Florida 33477, and the name and address of the Partnership's registered agent for service of process as required to be maintained by Section 620.105 of the Act is DeG Capital G.P. I Inc., 140 Intracoastal Pointe Drive, Jupiter, Florida 33477.

3. The name and ^{ste 410} business address of the sole General Partner of the Partnership is DeG Capital G.P. I Inc., 140 Intracoastal Pointe Drive, Jupiter, Florida 33477.

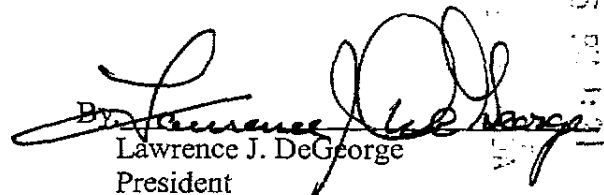
4. The Partnership's mailing address is ^{F97-5105} 140 Intracoastal Pointe Drive, ^{ste 410} Jupiter, Florida 33477. ^{ste 410}

5. Unless sooner dissolved pursuant to the terms of the Limited Partnership Agreement of the Partnership, the Partnership shall continue until December 31, 2023.

IN WITNESS WHEREOF, the undersigned has duly made and executed this Certificate of Limited Partnership as of the 24th day of March 2003.

Sole General Partner:

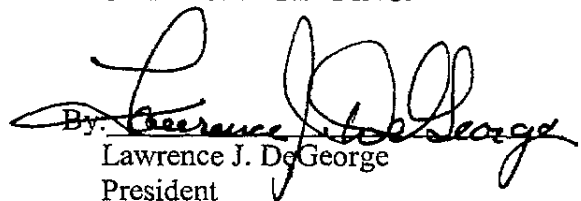
DeG CAPITAL G.P. I INC.

By: 
Lawrence J. DeGeorge
President

03 MAR 25 PM 1:37

The undersigned hereby accepts designation as Registered Agent for Service of Process.

DeG CAPITAL G.P. I INC.

By: 
Lawrence J. DeGeorge
President

AFFIDAVIT OF CONTRIBUTIONS

Lawrence J. DeGeorge, the undersigned authorized representative of DeG Capital G.P. I Inc., the sole general partner (the "General Partner") of Miami Retail Holdco, LTD., a Florida limited partnership (the "Partnership"), hereby declares, deposes and says that:

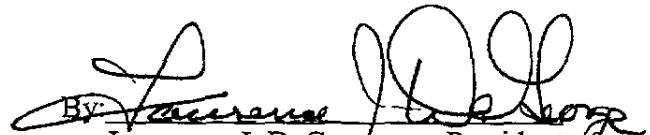
1. He has this day executed the Certificate of Limited Partnership of the Partnership on behalf of the General Partner.

2. The total amount of the capital contributions of the limited partner of the Partnership as of the date of this Affidavit is \$1,428,570.

3. The total amount anticipated to be contributed by the limited partner of the Partnership (including the amount described in paragraph 2 hereof) is approximately \$3,428,570.

FURTHER AFFIANT SAYETH NAUGHT.

Signed and delivered as of the 24th day of March 2003.

By: 
Lawrence J. DeGeorge, as President of
DeG Capital G.P. I Inc., as General
Partner of Miami Retail Holdco, LTD.