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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN APR - 2 2003

Leopold, Korn & Leopold, P.A.

Attorneys at Law

Norman Leopold
Gary A. Korn
Karen S. Leopold
Hilary S. Feinstock
Helen M. Mittelman*
Jennifer Shaw Snyder

* Also admitted in New York

Ileana Navarro, LTA, Office Manager

REPLY TO: Main Office

Main Office

20801 Biscayne Boulevard
Suite 501
Aventura, FL 33180
Telephone: 305-935-3500
Brow./Boca-Delray: 954-949-0188
Palm Beaches: 561-909-0337
Telefax: 305-935-9042

Email: lcusack@leopoldkorn.com

Boca Raton Office

1900 N.W. Corporate Blvd.
Suite 400 East
Boca Raton, FL 33431
Miami-Dade: 305-935-3500
Brow./Boca-Delray: 954-949-0188
Palm Beaches: 561-909-0337
Telefax: 305-935-9042

Of counsel: Howard L. Adler
Terri Grumer Sonn

March 28, 2003

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

Re: Hilyard Manor Associates, LLP
Document No. LLP970000134

Dear Ladies and Gentlemen:

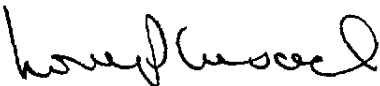
Enclosed for filing in connection with the reinstatement of the referenced limited liability partnership are the following:

1. Statement of Qualification for Florida Limited Liability Limited Partnership;
2. Certificate of Limited Partnership of Hilyard Manor Associates, LLP;
3. Affidavit of Capital Contributions for Florida Limited Partnership; and
4. Check from Hilyard Manor Associates, LLP, in the amount of \$1,837.50, in payment of the filing fees and certified copy.

Should you have any questions, please do not hesitate to contact the undersigned.

Thank you.

Very truly yours,



Lorry A. Cusack
Real Estate Paralegal

/lac
Encs.

\\work\PARTNER\HilyardManorAssoc\FILING.L.wpd

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**STATEMENT OF QUALIFICATION FOR
FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited partnership as identified in the records of the Florida Department of State:
HILYARD MANOR ASSOCIATES, LLLP

Insert limited partnership's Florida document number: _____

or

Attach certificate of limited partnership, affidavit of capital contributions and applicable limited partnership filing fees.

2. Suffix adopted for the above named partnership: LLLP

(LLP, L.L.P.)

3. The street address of its chief executive office: 201 EAST DILIDO DRIVE

(if different from current recorded address):

MIAMI BEACH, FL 33139

4. The street address of principal office in Florida: 201 EAST DILIDO DRIVE

(if different from above)

MIAMI BEACH, FL 33139

5. The limited partnership hereby elects to be a limited liability limited partnership.

6. The effective date of this filing shall be:

X

as of the date this document is filed with the Florida Secretary of State

or

_____ a date later than the time of filing: _____

7. The name and Florida street address of the partnership's agent for service of process:

AARON J. EDELSTEIN

201 EAST DILIDO DRIVE

MIAMI BEACH

, Florida 33139

The execution of this statement as a partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Signed this 21 day of MARCH, 2003

Signature of TWO Partners: _____

Typed or printed names of partners signing above: AARON J. EDELSTEIN

BERNARD S. EDELSTEIN

Filing Fee: \$25.00

Certified Copy (optional): \$52.50

Certificate of Status (optional): \$8.75