

12/24/2003 10:34 FAX 305 358 5744

Division of Corporations

WHITE & L.L.

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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : WHITE & CASE
Account Number : 075410002143
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA LIMITED PARTNERSHIP

K/McGINNIS UNDEVELOPED, LTD.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$1,846.25

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

K/McGINNIS UNDEVELOPED, LTD.

The undersigned General Partner hereby forms a limited partnership pursuant to and in accordance with the Florida Revised Uniform Limited Partnership Act (Florida Statutes Section 620.101, et. seq.) as follows:

1. Name.

The name of the limited partnership (the "Partnership") is K/McGinnis Undeveloped, Ltd.

2. Registered Office.

The registered office of the Partnership in the State of Florida is White & Case LLP, 200 S. Biscayne Boulevard, Suite 4900, Miami, Florida 33131.

3. Registered Agent.

The name and address of the registered agent of the Partnership for service of process on the Partnership in the State of Florida is K. Lawrence Gragg, White & Case LLP, 200 S. Biscayne Boulevard, Suite 4900, Miami, Florida 33131.

4. General Partner.

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

K/McGinnis Undeveloped, LLC
225 NE Mizner Boulevard, Suite 200
Boca Raton, FL 33432

5. Mailing Address.

The mailing address of the Partnership is as follows:

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603-55603

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225 NE Mizner Boulevard, Suite 200
Boca Raton, FL 33432

6. Dissolution.

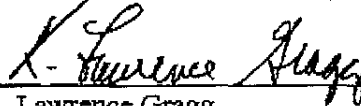
The latest date upon which the Partnership will dissolve is December 31,
2050.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of
Limited Partnership as of the 23rd day of December, 2003.

GENERAL PARTNER:

K/MCGINNIS UNDEVELOPED, LLC

By:



K. Lawrence Gragg
an authorized representative

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TALLAHASSEE, FLORIDA

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CERTIFICATE DESIGNATING REGISTERED AGENT**AND REGISTERED OFFICE**

In compliance with Florida Statutes Section 620.192, the following is submitted:

K/McGINNIS UNDEVELOPED, LTD., desiring to organize as a limited partnership under the laws of the State of Florida, has designated White & Case LLP, 200 S. Biscayne Boulevard, Suite 4900, Miami, Florida 33131, as its initial Registered Office and has named K. Lawrence Gragg, located at said address as its initial Registered Agent.

K/McGINNIS UNDEVELOPED, LLC
General Partner

By: K. Lawrence Gragg

K. Lawrence Gragg
an authorized representative

Having been named Registered Agent for the above stated limited partnership at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 620.192 relative to keeping open said office.

By: K. Lawrence Gragg

K. Lawrence Gragg
Registered Agent

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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, K. Lawrence Gragg, authorized representative of K/McGINNIS UNDEVELOPED, LLC, a Florida limited liability company, constituting the sole general partner of K/McGINNIS UNDEVELOPED, LTD, a Florida limited partnership, hereinafter referred to as the "Partnership," certifies as follows:

1. The actual amount of capital contributions of the limited partners is \$1,200,000.00.
2. The total anticipated amount of the capital contributions of the limited partners is \$1,200,000.00.

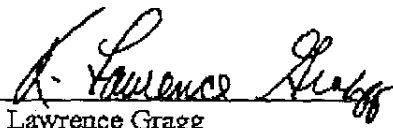
This 23rd day of December, 2003.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

K/McGINNIS UNDEVELOPED, LLC

By: 

K. Lawrence Gragg

an authorized representative

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TALLAHASSEE, FLORIDA

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