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From:

Account Name : STEARNS WEAVER MILLER, ET AL.
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FLORIDA LIMITED PARTNERSHIP

Smathers Plaza Associates, Ltd.

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

SMATHERS PLAZA ASSOCIATES, LTD.

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Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole General Partner of SMATHERS PLAZA ASSOCIATES, 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:

Smathers Plaza Associates, Ltd.
2. The office and principal place of business for the Partnership currently is:

7483 S.W. 24th Street, Suite 209
Miami, Florida 33155
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 33155
4. The name and address of the General Partners of the Partnership are:

Smathers Plaza, Inc
7483 S.W. 24th Street, Suite 209
Miami, Florida 33155
5. The mailing address of the Partnership is:

7483 S.W. 24th Street, Suite 209
Miami, Florida 33155
6. The latest date upon which the Partnership shall dissolve is December 31, 2054.

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IN WITNESS WHEREOF, the undersigned has 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: August 30, 2004

SMATHERS PLAZA, INC., a Florida corporation, its sole General Partner

By: Maria de Pedro-Gonzalez
Name: Maria de Pedro-Gonzalez
Title: Executive Director

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Brian McDonough hereby accepts his appointment as registered agent for Smathers Plaza Associates, 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: August 30, 2004

Brian J. McDonough
Brian J. McDonough, Registered Agent

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

) SS:

Maria de Pedro-

BEFORE ME, the undersigned authority, personally appeared Gonzalez, as Exec. Director of Smathers Plaza, Inc., a Florida corporation, as General Partner of Smathers Plaza Associates, 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.

SMATHERS PLAZA, INC., a Florida corporation, as General Partner

By: [Signature]
Name: Maria de Pedro Gonzalez
Title: Executive Director

The foregoing instrument was acknowledged before me this 30th day of August, 2004 by Maria de Pedro-Gonzalez, as Exec. Direc. of Smathers Plaza, Inc., a Florida corporation, as the sole General Partner of Smathers Plaza Associates, 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.



Lourdes Delacruz
My Commission 02608957
Expires March 30, 2008

[Signature]
Print or Stamp Name:
Notary Public, State of Florida at Large
Commission No.: DD 305287
My Commission Expires: 3/30/2008

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