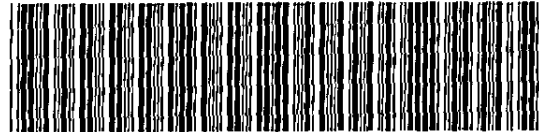


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CORPORATION(S) NAME

Miami River House III Associates, Ltd.

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- NonProfit
- Foreign
- Limited Partnership
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- Amendment
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CERTIFICATE OF LIMITED PARTNERSHIP

OF

1. MIAMI RIVER HOUSE III ASSOCIATES, LTD.
(Name of Limited Partnership; must contain a suffix such as "Limited",
"Ltd", or "Limited Partnership")

2. 1986 NE 149 Street, North Miami, FL 33181
(Business address of Limited Partnership)

3. Mark E. Rousso, Esq.
(Name of Registered Agent for Service of Process)

4. 18851 NE 29 Avenue, Suite 900, Aventura, FL 33180
(Florida street address for Registered Agent)

5. _____
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)

6. 1986 NE 149 Street, North Miami, FL 33181
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2104.

8. Name of general partner(s): 4 P05000007723 Specific address:
Miami River House Associates, Inc. 1986 NE 149 Street
a Florida corporation Miami, FL 33181

Signed this 20 day of January 2005.

Signature of all general partners:

BY: MIAMI RIVER HOUSE ASSOCIATES, INC.
(Its General Partner)
By: Mark E. Rousso, Vice President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting all of the general partners of

MIAMI RIVER HOUSE III ASSOCIATES, LTD., a Florida Limited Partnership, certify:

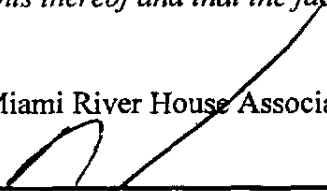
The amount of capital contributions to date of the limited partners is \$847,600.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$847,600.00.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

By: Miami River House Associates, Inc., a Florida corporation


By: Mark E. Rousso, Vice President

This 20 day of January, 2005.

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