

Feb-10-2005 11:40

From: RUDEN MCCLOSKEY 17F_N

P 001/001 E-588

H050000000312

Florida Department of State
Division of Corporations
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FLORIDA LIMITED PARTNERSHIP

Boynton Beach Associates XXII, Ltd.

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
BOYNTON BEACH ASSOCIATES XXII, LTD.**

The undersigned desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited partnership, as follows:

1. The name of the limited partnership (the "Partnership") is Boynton Beach Associates XXII, Ltd.

2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act") is 1401 University Drive, Suite 200, Coral Springs, Florida, 33071.

3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is Mark F. Grant, Esq., c/o Ruden, McClosky, Smith, Schuster & Russell, P.A., 200 East Broward Blvd., Suite 1500, Fort Lauderdale, Florida, 33301.

4. The name of the General Partner of the Partnership is Boynton Beach XXII Corporation, and the business address of the Partnership is 1401 University Drive, Suite 200, Coral Springs, Florida, 33071. POS 0000 19870

5. A mailing address for the partnership is 1401 University Drive, Suite 200, Coral Springs, Florida, 33071.

6. The latest date upon which the Partnership is to dissolve is fifty (50) years following the date of filing of this Certificate.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal to this certificate this 9th day of February, 2005.

GENERAL PARTNER:

BOYNTON BEACH XXII CORPORATION

By: N. Maria Menendez
N. Maria Menendez, Vice President

FTL 1181372-1

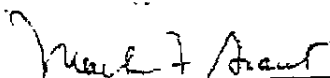
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SECRETARY OF STATE
ALLAMANCEE COUNTY

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

THE UNDERSIGNED, named as the agent for service of process in paragraph 3 of the Certificate of Limited Partnership of Boynton Beach Associates XXII, Ltd., hereby accepts the appointment as such registered agent, and acknowledges that it is familiar with and accepts the obligations imposed upon registered agents under the Florida Revised Uniform Limited Partnership Act (1985).



Mark F. Grant, Esq., Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Feb-10-2005 11:40am From-RUDEN McCLOSKEY 17F_N

T-658 P.004/004 F-568

**AFFIDAVIT DECLARING AMOUNT OF CAPITAL CONTRIBUTIONS
OF LIMITED PARTNERS OF
BOYNTON BEACH ASSOCIATES XXII, LTD.**

BEFORE ME, the undersigned, constituting the sole General Partner of Boynton Beach Associates XXII, Ltd., a Florida limited partnership (the "Partnership"), certifies as follows:

Upon the formation of the Partnership, the limited partners' contributions of cash and property to the Partnership have a value of Fifty-Nine Million and No/100 (\$59,000,000.00) Dollars. No additional capital contributions are anticipated to be made by the limited partners.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

FURTHER AFFIANT SAYETH NOT.

Under the 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.

BOYNTON BEACH XXII CORPORATION

By: N. Maria Menendez
N. Maria Menendez, Vice President

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

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