

Feb-11-2005 02:11p

From: RUDE, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.

T-671 P.001/004 F-580

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Florida Department of State
Division of Corporations
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From: Account Name : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.
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FLORIDA LIMITED PARTNERSHIP

Boynton Beach Associates XXIII, Ltd.

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J. STANLEY FEB 14 2005

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
BOYNTON BEACH ASSOCIATES XXIII, 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 XXIII, 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 XXIII Corporation, and the business address of the Partnership is 1401 University Drive, Suite 200, Coral Springs, Florida, 33071.

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 XXIII CORPORATION

By: 
N. Maria Mendez, Vice President

FTL: 1135372:1

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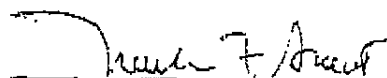
Feb-11-2005 02:52pm From-RUDEN McCLOSKEY 17F_N

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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 XXIII, 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 (1986).



Mark F. Grant, Esq., Registered Agent

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REGISTRATION
TALLAHASSEE, FLORIDA

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

BEFORE ME, the undersigned, constituting the sole General Partner of Boynton Beach Associates XXIII, 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 Forty-five Million and No/100 (\$45,000,000.00) 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 XXIII CORPORATION

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

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