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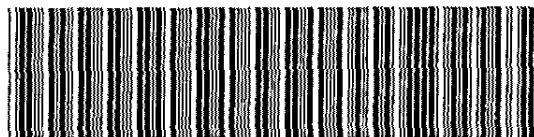
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TALAHASSEE, FLORIDA
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MAY 11
TALAHASSEE, FLORIDA

J. BRYAN APR 19 2005



CORPORATION SERVICE COMPANY

★File First★

ACCOUNT NO. : 072100000032

REFERENCE : 309467 4330594

AUTHORIZATION :

Patricia Pizik

COST LIMIT : \$ 1837.50

ORDER DATE : April 12, 2005

ORDER TIME : 1:33 PM

ORDER NO. : 309467-005

CUSTOMER NO: 4330594

CUSTOMER: Margaret O. Ryder, Legal Asst
Adorno & Yoss, P.a.

Suite 400
2525 Ponce De Leon Boulevard
Coral Gables, FL 33134

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CORPORATION'S
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: LINCOLN ROAD PENTHOUSE, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - EXT. 2955

EXAMINER'S INITIALS: _____

**CERTIFICATE OF LIMITED PARTNERSHIP
OF**

Lincoln Road Penthouse, LTD.

The undersigned, pursuant to the provisions of Section 620.108 of the Florida Statutes,
hereby certify and swear in this Certificate of Limited Partnership to the following:

ARTICLE I - NAME

The name of the limited partnership is:

Lincoln Road Penthouse, LTD. (the "Partnership").

ARTICLE II - BUSINESS AND MAILING ADDRESS

The business address and the mailing address of the Partnership is c/o W Properties, Inc.,
2601 South Bayshore Drive, Suite 1275, Miami, Florida 33133.

ARTICLE III - REGISTERED AGENT AND REGISTERED ADDRESS

The name and address of the Registered Agent for the Partnership is:

Corporation Service Company
1201 Hays Street, Second Floor
Tallahassee, Florida 32301

ARTICLE III - GENERAL PARTNER

The names and street addresses of the General Partners are as follows:

Lynn Wiener
W Properties, Inc.
2601 South Bayshore Drive, Suite 1275
Miami, Florida 33133

Gerald Willis Moore
333 NE 23 Street
Miami, Florida 33137

ARTICLE IV - DISSOLUTION DATE OF PARTNERSHIP

The latest date upon which the Limited Partnership is to be dissolved is December 31, 2055.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the General Partners have caused this Certificate of Limited Partnership to be executed at Miami, Florida, this 17th day of March, 2005.


Lynn Wiener, General Partner

Gerald Willis Moore, General Partner

ACCEPTANCE BY REGISTERED AGENT

Pursuant to Sections 620.105 and 620.192 of the Florida Statutes, the undersigned accepts appointment as Registered Agent for Lincoln Road Penthouse, LTD., a Florida limited partnership, and accepts all obligations imposed on it as such under Florida law.

Executed this 12th day of April, 2005.

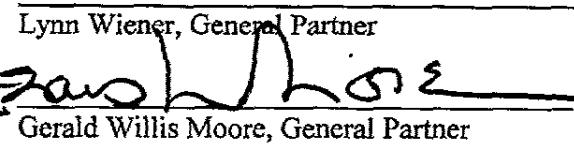
Corporation Service Company

By: 

Cynthia L. Harris
as its agent

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UNIVERSITY OF FLORIDA
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the General Partners have caused this Certificate of Limited Partnership to be executed at Miami, Florida, this 17th day of March, 2005.

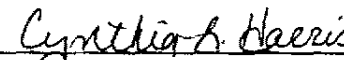
 Lynn Wiener, General Partner
 Gerald Willis Moore, General Partner

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Executed this 12th day of April 2005.

Corporation Service Company

By: 
Cynthia L. Harris
as its agent

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

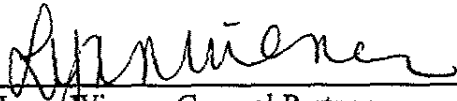
The undersigned, constituting all of the General Partners of Lincoln Road Penthouse, LTD., a Florida Limited Partnership, certifies:

1. The amount of capital contributions to date of the Limited Partners is \$7,500.00.
2. The total amount contributed and anticipated to be contributed by the Limited Partners at this time totals \$ 1,700,000.

Signed this 17th day of March, 2005.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned declare that they have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.


Lynn Wiener, General Partner

Gerald Willis Moore, General Partner

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CLERK OF CIRCUIT COURT
OF ALACHSSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned, constituting all of the General Partners of Lincoln Road Penthouse, LTD., a
Florida Limited Partnership, certifies:

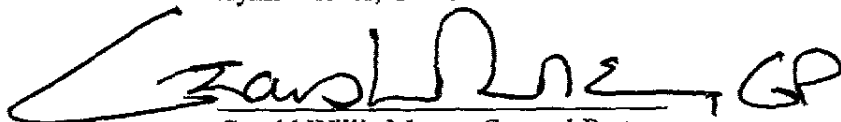
1. The amount of capital contributions to date of the Limited Partners is \$7,500.00.
2. The total amount contributed and anticipated to be contributed by the Limited Partners at this time totals \$ 1,700,000.

Signed this 17th day of March, 2005.

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Under penalties of perjury, the undersigned declare that they have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Lynn Wiener, General Partner



Gerald Willis Moore, General Partner

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CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA