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FLORIDA LIMITED PARTNERSHIP

Shoppes on the Green Outparcels, LTD.

Certificate of Status	1
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J. BRYAN JUN 27 2005

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SHOPPES ON THE GREEN OUTPARCELS, LTD.**

The undersigned, desiring to form a limited partnership (the "Limited Partnership") in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, as amended, hereby states as follows:

1. The name of the Limited Partnership is:

SHOPPES ON THE GREEN OUTPARCELS, LTD.

2. The address of the registered office of the Limited Partnership is:

12000 Biscayne Boulevard, Penthouse 810
Miami, Florida 33181

3. The name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, as amended, are:

R. Scott Ireland
12000 Biscayne Boulevard, Penthouse 810
Miami, Florida 33181

4. The name and business address of the general partner of the Limited Partnership are:

Shoppes Outparcels, Inc.
12000 Biscayne Boulevard, Penthouse 810
Miami, Florida 33181

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5. The mailing address for the Limited Partnership is:

12000 Biscayne Boulevard, Penthouse 810
Miami, Florida 33181

6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2055.

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The execution of this Certificate of Limited Partnership by the undersigned general partner constitutes an affirmation that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the general partner of the Limited Partnership as of the ___ day of June, 2005.

GENERAL PARTNER:

SHOPPES OUTPARCELS, INC.,
a Florida corporation

By: [Signature]
Name: Z. Scott Ireland
Title: President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, having been designated as registered agent for SHOPPES ON THE GREEN OUTPARCELS, LTD., a Florida limited partnership (the "Limited Partnership"), in the foregoing Certificate of Limited Partnership of the Limited Partnership, hereby agrees that he will accept service of process for and on behalf of the Limited Partnership and that he will comply with any and all laws, including, without limitation, Section 620.192, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated: June __, 2005.



R. Scott Ireland, Registered Agent

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

*The undersigned constituting the general partner of SHOPPES ON THE GREEN
OUTPARCELS, LTD., a Florida limited partnership, certifies:*

The amount of capital contributions to date of the limited partners is \$1.00.


The total amount contributed and anticipated to be contributed by the limited partners at
this time totals \$100.00.

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.*

GENERAL PARTNER:

SHOPPES OUTPARCELS, INC., a Florida
corporation

By: 
Name: Z. SCOTT IRELAND
Title: RESIDENT

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