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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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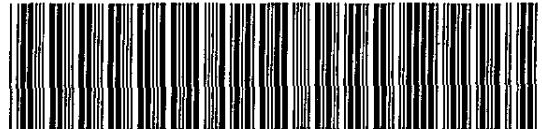
(Business Entity Name)

(Document Number)

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gr

MURAI WALD BIONDO MORENO & BROCHIN

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

SENDER'S E-MAIL
jgrobelny@mwbml.com

January 18, 2006

VIA FEDEX

Department of State
Division of Corporations
2661 Executive Center
Circle West
Tallahassee, FL 32301

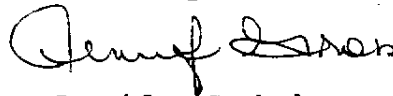
Re: Certificate of Limited Partnership / DIM-Governors Town Square
Limited Partnership
Our File No: 784-133

Dear Sir or Madam:

Enclosed please find a Certificate of Limited Partnership for DIM-Governors Town Square Limited Partnership, which is to be filed with the Secretary of State, along with a check in the amount of \$1,000, which is the fee for filing the same.

If there are any problems, please do not hesitate to contact me at
(305) 444-0101 ext. 304.

Sincerely,



Jennifer Grobelny
Secretary to Gerald J. Biondo

JLG:jljg
Encls.

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TALLAHASSEE, FLORIDA

THIS INSTRUMENT PREPARED BY:

Gerald J. Biondo, Esq.

FL Bar #: 154713

Murai Wald Biondo Moreno & Brochin, P.A.

Two Alhambra Plaza, PH 1B

Miami, Florida 33134

(305) 444-0101

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
DIM-GOVERNORS TOWN SQUARE LIMITED PARTNERSHIP

The undersigned, desiring to form a limited partnership, pursuant to the laws of the state of Florida, certify as follows:

1. The name of the Partnership is DIM-GOVERNORS TOWN SQUARE LIMITED PARTNERSHIP.

2. The purpose of the Partnership is to acquire and manage real and personal property.

3. The principal place of business and mailing address of the Partnership is One Financial Plaza, Suite 2001, Fort Lauderdale, FL 33394.

4. The name and principal place of business of the General Partner is as follows:

General Partner: DIM-Governors Town Square , LLC
One Financial Plaza
Suite 2001
Fort Lauderdale, Florida 33394

5. The term for which the Partnership is to exist is from the date of the Certificate of Limited Partnership is issued by the Secretary of State, through December 31, 2056, unless sooner terminated.

6. The amount of property initially contributed by the Limited Partnership is \$100.00.

7. The Limited Partner is not required to contribute any additional capital to the Partnership.

8. The name and address of the Registered Agent for service of process is:
DBR Asset Management LLC
One Financial Plaza
Suite 2001
Fort Lauderdale, Florida 33394

106-5804

IN WITNESS WHEREOF, the undersigned, being duly sworn, have
certified, sworn to and agreed to the foregoing this 12th day of
January, 2006.

GENERAL PARTNER

DIM-Governors Town Square , LLC

By: Its Sole Manager:
DIM Vastgoed N.V.

By: Dane Investors Management
B.V., its managing director

By: _____
A.J. Belt
Attorney in Fact

A.J. Belt III, Attorney-In-Fact
For Dane Investors Management B.V.,
The Sole Managing Director of
DIM Vastgoed, N.V.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF REGISTERED AGENT
OF
DIM-GOVERNORS TOWN SQUARE LIMITED PARTNERSHIP

In pursuance of Chapter 620.105, Florida Statutes, the following is submitted, in compliance with said Act:

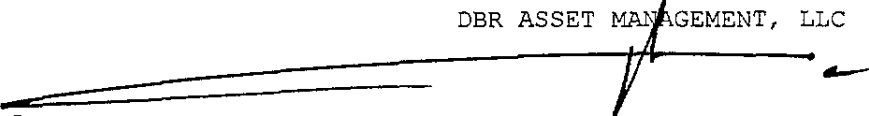
That DIM-GOVERNORS TOWN SQUARE LIMITED PARTNERSHIP desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Certificate of Limited Partnership, at the City of Ft. Lauderdale, County of Broward, State of Florida, has named DDBR Asset Management, LLC, One Financial Plaza, Suite 2001, Fort Lauderdale, FL 33394, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 12th day of Jan., 2006.

DBR ASSET MANAGEMENT, LLC


AJ Belt, Manager

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AFFIDAVIT

BEFORE ME, the undersigned authority, personally appeared AJ BELT, who being duly sworn deposes and states as follows:

1. That he is the Attorney in Fact of Dane Investors Management, BV,—the managing director of DIM VASTGOED NV, the manager of DIM-Governors Town Square , LLC the sole general partner in the partnership known as DIM-GOVERNORS TOWN SQUARE LIMITED PARTNERSHIP.

2. That the amount of capital contributions contributed by the limited partner is \$1,000.00, which amount is the total amount anticipated to be contributed by the limited partners.

3. Further Affiant sayeth naught.

AJ BELT

STATE OF FLORIDA

COUNTY OF BROWARD

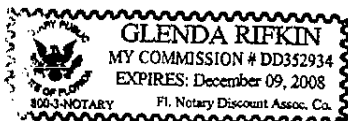
The foregoing instrument was acknowledged before me this 12 day of January, 2006 by AJ BELT, who is personally known to me or who has produced _____ as identification.

Glenda Rifkin
STATE OF FLORIDA

Print Name: GLEND A RIFKIN

Commission No.: DD352934

My Commission expires:



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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