

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-5171  
904-222-0391 FAX

**csc networks**

MAIL TO:  
P.O. Box 5028  
TALLAHASSEE, FL 32314

800-342-8086

**A95000000404**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAR 15 PM 1:48

ACCOUNT NO. : 072100000032

REFERENCE : 560703 9216A

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 140.00

ORDER DATE : March 15, 1995

ORDER TIME : 10:59 AM

ORDER NO. : 560703

CUSTOMER NO: 9216A

400001430184

CUSTOMER: Nicholas M. Daniels, Esq  
THERREL BAISDEN & MEYER WEISS

Suite 500  
1111 Lincoln Road  
Miami Beach, FL 33139

DOMESTIC FILING

NAME: GMH/SHOPPES ON THE GREEN, LTD.

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea Hamilton

EXAMINER'S INITIALS:

*3/15/95*  
*DK*

CERTIFICATE OF LIMITED PARTNERSHIP

OF

GMH/SHOPPES ON THE GREEN, LTD.

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The undersigned General Partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is GMH/Shoppes on the Green, Ltd.
2. The address of the office of the Partnership is 1541 Sunset Drive, Suite 300, Coral Gables, Florida 33143.
3. The name and address of the agent for service of process on the Partnership is Gerald M. Higier, 1541 Sunset Drive, Suite 300, Coral Gables, Florida 33143.
4. The name and business address of the corporate General Partner is as follows:

Shoppes on the Green, Inc.  
c/o Southeast Shopping Centers Corp. 623131  
1541 Sunset Drive, Suite 300  
Coral Gables, Florida 33143

5. The mailing address of the Partnership is c/o Southeast Shopping Centers Corp., 1541 Sunset Drive, Suite 300, Coral Gables, Florida 33143.
6. The latest date upon which the Partnership shall dissolve is February 28, 2046.
7. The effective date of this Certificate of Limited Partnership shall be upon filing with the Department of State.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of GMH/Shoppes on the Green, Ltd. this 14th day of March, 1995.

GENERAL PARTNER

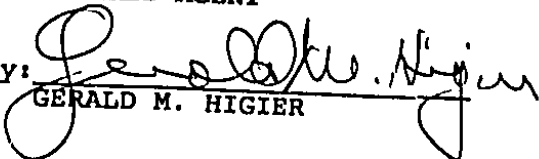
Shoppes on the Green, Inc., a  
Florida corporation

By:   
Gerald M. Higier, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for GMH/Shoppes on the Green, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of Registered Agent.

REGISTERED AGENT

By:   
GERALD M. HIGIER

MHD\HIGIER\Shops-CER.LTD

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STATE OF FLORIDA       )  
                              ) SS:  
COUNTY OF DADE        )

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared Gerald M. Higier, as President of Shoppes on the Green, Inc., a Florida corporation, which is the General Partner of GMH/Shoppes on the Green, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership", c/o Southeast Shopping Centers Corp., 1541 Sunset Drive, Suite 300, Coral Gables, Florida 33143, who upon being fully sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by each Limited Partner is as follows:

Gerald M. Higier c/o Southeast Shopping Centers Corp. 1541 Sunset Drive, Suite 300 Coral Gables, Florida 33143	\$ 990.00
Total	<hr/> \$ 990.00

2. The amount of additional capital contributions anticipated to be contributed by each Limited Partner is as follows:

Gerald M. Higier c/o Southeast Shopping Centers Corp. 1541 Sunset Drive, Suite 300 Coral Gables, Florida 33143	\$ -0-
Total	<hr/> \$ -0-

FURTHER AFFIANT SAITH NAUGHT.

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Under 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.

GENERAL PARTNER:

Shoppes on the Green, Inc.,  
a Florida corporation

By:

Gerald M. Higler  
Gerald M. Higler, President

Dated: March 14, 1995

The foregoing instrument was acknowledged before me this 14th day of March, 1995, by Gerald M. Higler, as President of Shoppes on the Green, Inc., a Florida corporation, the General Partner of the Partnership, who is personally known to me or has produced \_\_\_\_\_ as identification.

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SECRETARY OF CORPORATIONS  
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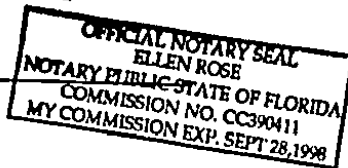
Ellen Rose

Notary Public, State of Florida  
at Large

Ellen Rose

Print/Type or Stamp Notary Name  
Commission No. (if any) \_\_\_\_\_

My Commission Expires:



NMD\HIGLER\SHOPPS-Cap.Aff

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP  
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP  
ANNUAL REPORT  
1996



FLORIDA DEPARTMENT OF STATE  
Sandra M. Walker  
Secretary of State  
DIVISION OF CORPORATIONS

1. Type of Limited Partnership

1a. DOCUMENT #  
A95000000404

GMH/SHOPPES ON THE GREEN, LTD.

Mailing Address

C/O SOUTHEAST SHOPPING CENTERS CORP.  
1541 SUNSET DRIVE, SUITE 300  
CORAL GABLES FL 33143

Principal Office Address

C/O SOUTHEAST SHOPPING CENTERS CORP.  
1541 SUNSET DRIVE, SUITE 300  
CORAL GABLES FL 33143

If above addresses are in error, notify by letter through this receipt and attach correct address. (Block 2 and/or 3a)

3. Date Form or Registered to Do Business in

FLORIDA

03/15/1995

3a. Date of Last Report

4. State or Country of Formation

FL

5a. Capital Contributions as Shown on Record

\$990.00

5b. Amount of Capital Contributions in FLORIDA to date

6. Filing Number

"Applied For"

Applied Fee

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

\$8.75 Additional Fee required  
like a Certificate of Status

8. FEES: 1. Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5a or 5b if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50.  
2. Supplemental Fee: \$138.75 (pursuant to section 607.103, F.S.)  
THE AMOUNT DUE SHALL BE NO LESS THAN \$101.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)  
If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.  
Note: MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE.

10. If changed, new Registered Agent's Name

9. Name and Address of Current Registered Agent

HIGIER, GERALD M  
1541 SUNSET DRIVE, SUITE 300  
CORAL GABLES FL 33143

Name

Street Address (P.O. Box Number in that Acceptance)

State Apt # etc

City

FL

Zip Code

10a.

Pursuant to the provisions of sections 620.1051 and 620.102, Florida Statutes, the above named limited partnership organized or registered under the laws of the State of Florida, submits the statement for the purpose of changing its registered office and registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with and accept the obligations of sections 620.102, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)

SHOPPES ON THE GREEN, INC.

11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)

C/O 1541 SUNSET DRIVE

11b. City, State & Zip Code

CORAL GABLES FL 33143

11c. Registration/Document Number

L23131

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I, the undersigned, certify that the information supplied on this form is true, correct, and complete, and that I am a general partner of the limited partnership named above. I am familiar with and accept the obligations of sections 620.102, Florida Statutes. I am familiar with and accept the obligations of sections 620.102, Florida Statutes.

SIGNATURE

GERALD M. HIGIER

Telephone Number

12/28/95  
(305) 660-2140

0002003

CR2E003 (6-95)

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