

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0193 FAX

csc networks

MAIL TO:
P.O. BOX 5020
TALLAHASSEE, FL 32314

A9500000409
800-342-8086

ACCOUNT NO. : 072100000032

REFERENCE : 560703 9216A

AUTHORIZATION :

Patricia Pizub

COST LIMIT : \$ 140.00

ORDER DATE : March 15, 1995

ORDER TIME : 10:54 AM

ORDER NO. : 560703

CUSTOMER NO: 9216A

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

Suite 500
1111 Lincoln Road
Miami Beach, FL 33139

DOMESTIC FILING

NAME: GMH/MARCO SHOPS, 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
h

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DIVISION OF CORPORATIONS
95 MAR 15 4:29 PM
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 15 PM 3:27

CERTIFICATE OF LIMITED PARTNERSHIP
OF
GMH/MARCO SHOPS, LTD.

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STATE
DIVISION OF CORPORATIONS
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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, heroby states the following:

1. The name of the Partnership is GMH/Marco Shops, 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:

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GMH/Marco Shops, Inc.
c/o Southeast Shopping Centers Corp.
1541 Sunset Drive, Suite 300
Coral Gables, Florida 33143

995000021217

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/Marco Shops, Ltd. this 14th day of March, 1995.

GENERAL PARTNER

GMH/Marco Shops, Inc., a Florida corporation

By: Gerald M. Higier
Gerald M. Higier, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for GMH/Marco Shops, 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
GERALD M. HIGIER

NMD\HIGIER\MARCO-CER.LTD

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STATE OF FLORIDA)

COUNTY OF DADE)

SS:

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared Gerald M. Higier, as President of GMH/Marco Shops, Inc., a Florida corporation, which is the General Partner of GMH/Marco Shops, 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	\$ 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	\$ -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:

GMH/Marco Shops, Inc.,
a Florida corporation

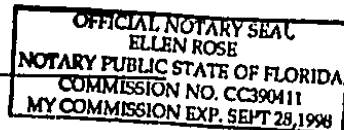
By: Gerald M. Higier
Gerald M. Higier, President

Dated: March 14, 1995

The foregoing instrument was acknowledged before me this 14th day of March, 1995, by Gerald M. Higier, as President of GMH/Marco Shops, Inc., a Florida corporation, the General Partner of the Partnership, who is personally known to me or has produced _____ as identification.

Ellen Rose
Notary Public, State of Florida
at Large

My Commission Expires:



Ellen Rose
Print/Type or Stamp Notary Name
Commission No. (if any) _____

NMD\HIGIER\Marco-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
Gerald M. Higier
Secretary of State
DIVISION OF CORPORATIONS

FILED

96 JAN -2 AM 7:48

1. Name of Limited Partnership

1a. DOCUMENT #
A95000000409

GMH/MARCO SHOPS, 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 incorrect in any way, file through this report information and enter correct address in Block 2 and/or 2a.

3. Date Formed 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 Credit Balance in
FLORIDA to date

6. FEI Number

APPLIED FOR

Applied Fee

Fee Application

7. CERTIFICATE OF STATUS REQUIRED

\$8.75 Additional Fee required
for a Certificate of Status

8. FEES: 1.) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a 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 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)
Note: 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.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent

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

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number is Not Accepted)

City, State & Zip

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 this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept this appointment of registered agent. I am familiar with and accept the obligations of section 620.102, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

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

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

GMH/MARCO SHOPS, 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

P95000021217

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

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(1)(b), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with law fees 119.07(1)(b) in the event that the information supplied is determined exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath. I further certify that I am a General Partner of the limited partnership, recipient or trustee who prepared this annual report as required by Chapter 607, Florida Statutes.

SIGNATURE

Gerald M. Higier
GERALD M. HIGIER

Typed or Printed Name of General Partner Signing Form

DATE

Telephone Number

12/28/95
(305) 660-2140

CR2003 (6/95)