

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32310
904-222-9171
904-222-0191 FAX

CSC networks

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

000-342-8086

A95000000410

ACCOUNT NO. : 072100000032

REFERENCE : 560703 9216A

AUTHORIZATION : *Patricia Pizit*

COST LIMIT : \$ 1,037.50

ORDER DATE : March 15, 1995

100001430171

ORDER TIME : 10:55 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/PLANTATION PROMENADE, 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: *MP*

FILED 2nd
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 15 PM 3:32

CERTIFICATE OF LIMITED PARTNERSHIP
OF

GMH/PLANTATION PROMENADE, LTD.

FILED
DIVISION OF CORPORATIONS
95 APR 15 PM 3:32

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/Plantation Promenade, 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:

P4500062/231
GMH/Plantation Promenade, Inc.
c/o Southeast Shopping Centers Corp.
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.

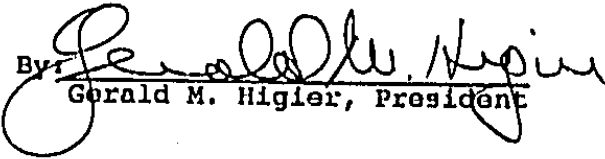
The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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

GENERAL PARTNER

GMH/Plantation Promenade, Inc.,
a Florida corporation

By:

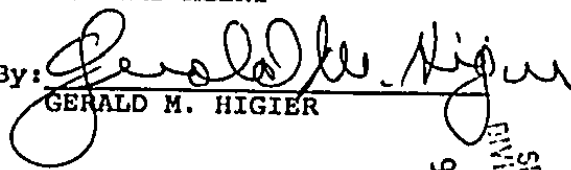

Gerald M. Higier, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for GMH/Plantation Promenade, 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

NID\HIGIER\PLANT-CER.LTD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 15 PM 3:32

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

SECRET
DIVISION OF INVESTIGATION
MAR 15 PM 3:32

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared Gerald M. Higier, as President of GMH/Plantation Promenade, Inc., a Florida corporation, which is the General Partner of GMH/Plantation Promenade, 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	\$556,469.00
Total	\$556,469.00

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-

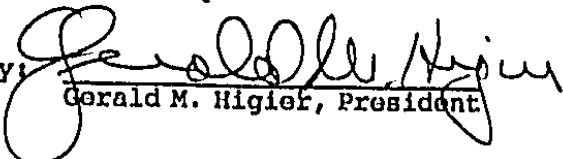
FURTHER AFFIANT SAITH NAUGHT.

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/Plantation Promenade, Inc.,
a Florida corporation

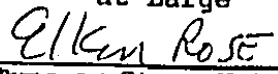
By:


Gerald M. Higier, President

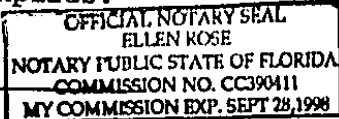
Dated: March 14, 1995

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


Notary Public, State of Florida
at Large


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

My Commission Expires:



NMD/HIGIER/Plant-Cap.Aff

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 15 PM 3:33

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

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



COMING WITH PARTNERSHIP OF STATE
Secretary of State
DIVISION OF CORPORATIONS

FILED
16 JAN -2 AM 7:48

1. Name of Limited Partnership

1n. DOCUMENT #
A95000000410

GMH/PLANTATION PROMENADE, LTD.

Mailing Address

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

Current Office Address

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

If address and/or name are different in any way, then through the return of this report, send notice of current address on Block 2 and/or Block 9.

3. Date Partner or Registered to the Division of
FLORIDA 03/15/1995

3n. Date of Last Report

4. State of Company of Formation
FL

5n. Capital Contributions as Shown
on Record
\$556,469.00

5b. Amount of Capital Contributions as
FLORIDA to Date

6. Filing Method

Applied For

Applied For

7. CERTIFICATE OF STATUS REQUIRED

Not Applicable

\$0.75 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 \$62.50 and a maximum of \$437.50.
2. Supplemental Fee: \$138.75 (paid to Section 607.101 F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$101.25 (\$62.50 + \$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's Name

Title

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

City, State & Zip

City

FL

Zip Code

10a. Pursuant to the provisions of sections 620.105 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 partners. 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)

DATE

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

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

GMH/PLANTATION PROMENADE, IN

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

1541 SUNSET DRIVE, SU

11b. City, State & Zip Code

CORAL GABLES FL 33143

11c. Registered
Document Number

P95000021231

5000001686325
-01/11/96-01021-024
***576.25 ***576.25

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(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate. I am a general partner in the limited partnership and I am familiar with and accept the obligations of sections 620.102, Florida Statutes.

SIGNATURE

Gerald M. Higier
GERALD M HIGIER

DATE

12/28/95

Typed or Printed Name of General Partner Signing Form

Telephone Number

(305) 666-2140

CR2E003 (6/95)