

CORPORATION INFORMATION
SERVICES, INC.,
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086

CSC networks

A95000000411

MAIL TO:
P.O. Box 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 560703 9216A

AUTHORIZATION : *Patricia Pzyub*

COST LIMIT : \$ 1,837.50

ORDER DATE : March 15, 1995

ORDER TIME : 10:52 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

800001430168

NAME: GMH/GARDEN SHOPS AT BOCA, 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: *PH*

3/15/95

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 15 PM 3:34

CERTIFICATE OF LIMITED PARTNERSHIP

OF

GMH/GARDEN SHOPS AT BOCA, LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 15 PM 3:34

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/Garden Shops at Boca, 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:

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

P450 VVV 2/233

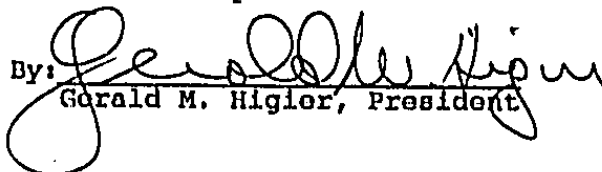
5. The mailing address of the Partnership is c/o Southeast Shopping Centers Corp., 1541 Sunset Drive, Suite 300, Coral Gables, Florida 33143.
6. The latest date upon which the Partnership shall dissolve is February 28, 2046.
7. The effective date of this Certificate of Limited Partnership shall be upon 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/Garden Shops at Boca, Ltd. this 14th day of March, 1995.

GENERAL PARTNER

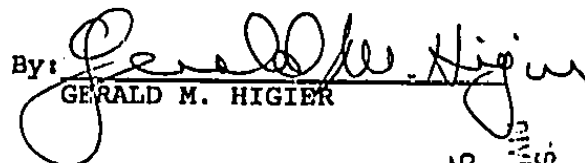
GMH/Garden Shops at Boca, Inc.,
a Florida corporation

By: 
Gerald M. Higler, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for GMH/Garden Shops at Boca, 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

HMD\HIGIER\GARDE-CER.LTD

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95 MAR 15 PM 3:34

STATE OF FLORIDA)
)
COUNTY OF DADE) SS:

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SECRETARY OF
CORPORATIONS
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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared Gerald M. Higier, as President of GMH/Gardon Shops at Boca, Inc., a Florida corporation, which is the General Partner of GMH/Gardon Shops at Boca, 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	\$648,716.00
Total	\$648,716.00

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/Garden Shops at Boca, 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 GMH/Garden Shops at Boca, 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

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

My Commission Expires:

OFFICIAL NOTARY SEAL
ELLEN ROSE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC390411
MY COMMISSION EXP. SEPT 28, 1998

NMD\HIGLER\Garden-Cap.Aff

FILED
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DIVISION OF CORPORATIONS
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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
Tallahassee
Secretary of State
DIVISION OF CORPORATIONS

96 JAN -2 11 7:47

1. Name of Limited Partnership

1a. DOCUMENT #
A95000000411

GMH/GARDEN SHOPS AT BOCA, 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, use through the correct information and enter correct addresses in Box 3a and 3b.

3. Date Formed or Registered in Florida
03/15/1995

3a. Date of Last Report

4. State or Country of Formation

FL

5a. Capital Contributions as Shown on Report
\$648,716.00

5b. Amount of Capital Contributions in Florida to date

6. FEE Amount

APPLIED FOR

Applied Fee

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

\$6.75 Additional Fee required
for a Certificate of Status

8. FEES: 1) Filing Fee: Computed at a rate of \$7 per \$1,000 on an amount entered in 5a or 5b of 50 blank with a minimum filing fee of \$42.50 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 \$478.25 (\$437.50 + \$138.75).
If the amount entered in 5a is greater than amount entered in 5b, 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

Name

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

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 this statement for the purpose of changing its 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)

DATE

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

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

GMH/GARDEN SHOPS AT BOCA, 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

P95000021233

9000001666329
01/11/96-01/02/96
***\$76.25 ***\$76.25

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 constitute the exemption stipulated in section 607.103, Florida Statutes. I declare the Division of Corporations, from any liability of such exemption in 607.103, Florida Statutes, to take in the event that the information supplied is false or exempt from public access. Further, I certify that the information indicated on this report is true and correct and that the signature shall have the same legal effects as if the partner, officer, or agent of the limited partnership, partner or trustee, or person authorized to sign the report, signed it.

SIGNATURE

Gerald M. Higier
GERALD M. HIGIER

Typed name of General Partner signing form

12/28/96
(305) 666-2140