

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0191 FAX

800-342-8086

CSC networks

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

ACCOUNT NO. : 0721000000032

REFERENCE : 560703 9216A

AUTHORIZATION : *Patricia Pizzuto*

COST LIMIT : \$ 140.00

ORDER DATE : March 15, 1995

ORDER TIME : 10:57 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/ROYAL PALM, 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*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 15 PM 3:40

3/15/95

CERTIFICATE OF LIMITED PARTNERSHIP
OF
GMH/ROYAL PALM, LTD.

RECEIVED
SECRETARY OF COMMERCE
DIVISION OF CORPORATIONS
JAN 15 1964 PM 3:40

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/Royal Palm, 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. Higler, 1541 Sunset Drive, Suite 300, Coral Gables, Florida 33143.
4. The name and business address of the corporate General Partner is as follows:

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

P45000021238

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.

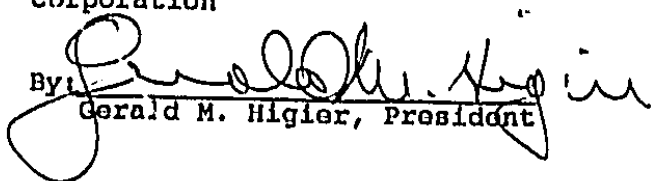
The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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

GENERAL PARTNER

GMH/Royal Palm, Inc., a Florida Corporation

By:

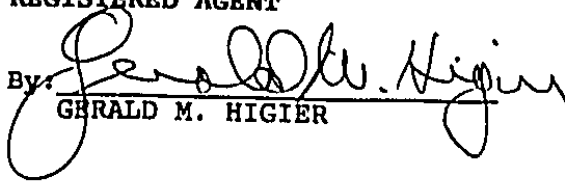

Gerald M. Higier, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for GMH/Royal Palm, 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\ROYAL-CRR.LTD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 15 PM 3:40

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/Royal Palm, Inc., a Florida corporation, which is the General Partner of GMH/Royal Palm, 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.

REC'D - CIVIL RIGHTS
DIVISION
MAR 15 PM 3:40

Under ponalties of porjury, 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/Royal Palm, Inc.,
a Florida corporation

By: Gerald M. Higler
Gerald M. Higler, President

Dated: March 14, 1995

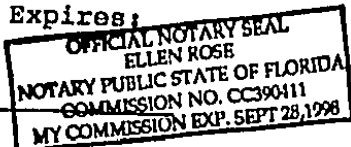
The foregoing instrument was acknowledged before me this 14th day of March, 1995, by Gerald M. Higler, as President of GMH/Royal Palm, Inc., a Florida corporation, the General Partner of the Partnership, who is personally known to me ~~or has produced~~ as identification.

Ellen Rose

Notary Public, State of Florida
at Large

Ellen Rose

My Commission Expires:



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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAR 15 PM 3:40

NMD\HIGLER\Royal-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
Tallahassee, Florida
Secretary of State
DIVISION OF CORPORATIONS

FILED
96 JAN -2 AM 7:49
Tallahassee, FL

1. Name of Limited Partnership

1a. DOCUMENT #
A95000000412

GMH/ROYAL PALM, 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 correct in any way, then the filer certifies that the information and address is correct and address in Block 2 and/or 2a.

3. Date Reported to the Department of State
FLORIDA 03/15/1995

3a. Date of Last Report

4. State or County of Formation
FL

5a. Capital Contributions as Shown on Record
\$990.00

5b. Amount of Capital Contributions as
FLORIDA to Date

6. FEE Number
Applied For

Applied Fee
Not Applicable

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 5a or 5b if 5a or 5b blank, with a minimum filing fee of \$12.50 and a maximum of \$437.50.
2) Supplemental Fee: \$130.75 (pursuant to section 607.103, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$130.75) AND NO MORE THAN \$578.25 (\$437.50 + \$130.75).
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

Name

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

Subj. Apt. #, etc.

City

FL

Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.1092 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 the appointment of registered agent. I am familiar with and accept the obligations of section 620.1092 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)

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

11b. City, State & Zip Code

11c. Registration/
Document Number

GMH/ROYAL PALM, INC.

1541 SUNSET DRIVE, SU

CORAL GABLES FL 33143

P95000021238

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

12. I hereby certify that the information supplied is true, correct, and does not qualify for the exemption stated in Section 607.07(4)(b) Florida Statutes. I release the Division of Corporations from any liability or claim for damages with respect to the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my corporation shall have the same legal effect as if made under oath. I further certify that I am a general partner of the limited partnership, receiver or trustee and empowered to execute this report as required by Chapter 607, Florida Statutes.

SIGNATURE

Gerald M. Higier
GERALD M HIGIER

DATE

12/28/95

Telephone Number

(305) 666-2140

Type of Print Name of General Partner Signing Form