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DANIEL B. HARRELL

March 21, 1995
Via Federal Express

Ms. Eddy Harlee
Landers and Parsons (904)681-0311
310 West College Avenue
Tallahassee, Florida 32302

Re: SOUTH SQUARE SHOPPING, LTD. and
G.P. SOUTH SQUARE, INC.
Our File No. 996.001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 22 AM 11:49

Dear Eddy:

100001439631
-03/24/95--01110--009
***1837.50 ***1837.50

Enclosed herewith are 2 executed copies of the Articles of Incorporation, Certificate of Limited Partnership and Affidavit of Capital Contributions in connection with the above referenced entities, along with our client's checks to cover filing fees and your firm's fee for walk through services. Please cause the documents to be filed with the Secretary of State and return certified copies to the attention of the undersigned via Federal Express.

Thank you for your assistance.

Sincerely,

Douglas E. Gonano/jah
DOUGLAS E. GONANO, ESQUIRE

/jah
Enclosures - as stated

Will wait

G. TAX _____
FILING 1750.00
R. AGENT FEE 35.00
G. COPY 52.50
TOTAL \$1837.50
N. BANK _____
BALANCE DUE _____
REFUND _____

File 2nd

**CERTIFICATE OF LIMITED PARTNERSHIP OF
SOUTH SQUARE SHOPPING, LTD.,
a Florida Limited Partnership**

FILED STATE
SECRETARY OF CORPORATIONS
95 MAR 22 AM 11:49

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states:

1. The name of the Partnership is SOUTH SQUARE SHOPPING, LTD.
2. The address of the office of the Partnership is 1160 South Rogers Circle, Boca Raton, FL 33487.
3. The name and address of the agent for service of process on the Partnership is HARRY H. HAHAMOVITCH, 1160 South Rogers Circle, Boca Raton, FL 33487.
4. The name and business address of the sole general partner is G.P. South Square, Inc., 1160 South Rogers Circle, Boca Raton, FL 33487.
5. The mailing address of the Partnership is P.O. Box 3760, Boca Raton, FL 33427.
6. The latest date upon which the Partnership shall dissolve is December 31, 2025.

P95000 023047

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 on behalf of the sole General Partner of SOUTH SQUARE SHOPPING, LTD., this 21st day of March, 1995.

GENERAL PARTNER:

G.P. South Square, Inc.

By: _____

Harry H. Hahamovitch, President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for SOUTH SQUARE SHOPPING, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:



Harry H. Hahamovitch

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STATE
SECRETARY OF
DIVISION OF
95 MAR 22 AM 11:49

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared HARRY H. HAHAMOVITCH, President of G.P. South Square, Inc., General Partner of South Square Shopping, Ltd., who, upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, Five Hundred Thousand and 00/100 (\$500,000.00) Dollars.
2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

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.


HARRY H. HAHAMOVITCH

Date: March 21, 1995

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared HARRY H. HAHAMOVITCH, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as President of G.P. South Square, Inc., sole General Partner of South Square Shopping, Ltd.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this 21st day of March, 1995.



NANCY L. UNGAR
My Comm Exp May 19, 1995
Comm No CC 110385
Bonded Thru Ashton Agency, Inc.
(Seal) () Personally Known () Other I.D.


NOTARY PUBLIC
State of Florida

My Commission Expires: 5-19-95