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TALLAHASSEE, FL 32301
904-222-9171
904-222-0191 FAX

800-342-8086



A95000000577

ACCOUNT NO. : 072100000032

REFERENCE : 575369 4133A

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 140.00

FILED STATE
SECRETARY OF CORPORATIONS
95 APR 11 PM 3:44
DIVISION OF CORPORATIONS

ORDER DATE : April 11, 1995

ORDER TIME : 10:09 AM

ORDER NO. : 575369

CUSTOMER NO: 4133A

200001452932

CUSTOMER: Marcia Cox, Legal Assistant
STEARNS WEAVER MILLER WEISSLER
ALHADEFF & SITTERSON, P.A.
Museum Tower, Suite 2200
150 West Flagler Street
Miami, FL 33130

FILED STATE
SECRETARY OF CORPORATIONS
95 APR 11 PM 3:10
DIVISION OF CORPORATIONS

DOMESTIC FILING

NAME: RELATED 177TH STREET
ASSOCIATES, 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: Lydia E. Lott

EXAMINER'S INITIALS:

4/11/95
[Signature]
OK

CERTIFICATE OF LIMITED PARTNERSHIP

OF

RELATED 177TH STREET ASSOCIATES, LTD.

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the Sole General Partner of RELATED 177TH STREET ASSOCIATES, LTD., a Florida limited partnership (the "Partnership"), hereby executes and submits for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:

RELATED 177TH STREET ASSOCIATES, LTD.

2. The office and principal place of business for Partnership currently is:

c/o Related Homestead, Inc.
2828 Coral Way, Penthouse Suite
Miami, Florida 33145

3. The name and address of the agent for service of process on the Partnership is:

Francisco Rojo
c/o Related Homestead, Inc.
2828 Coral Way, Penthouse Suite
Miami, Florida 33145

4. The name and address of the Sole General Partner of the Partnership is:

Related/CloverLeaf, Ltd.
2828 Coral Way, Penthouse Suite
Miami, Florida 33145

5. The mailing address of the Partnership is:

c/o Related Homestead, Inc.
2828 Coral Way, Penthouse Suite
Miami, Florida 33145

6. The latest date upon which the Partnership shall dissolve is December 31, 2045.

FILED
STATE
SECRETARY OF
CORPORATIONS
95 APR 11 PM 3:44

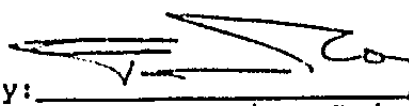
A 9500000576

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as General Partner pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: April 7, 1995

RELATED/CLOVERLEAF, LTD., a
Florida limited partnership
as General Partner

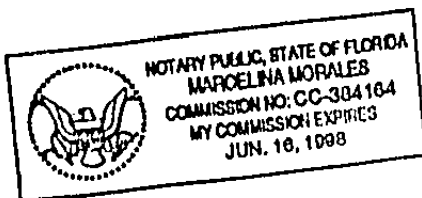
By: RELATED HOMESTEAD, INC., a
Florida corporation, its sole
general partner

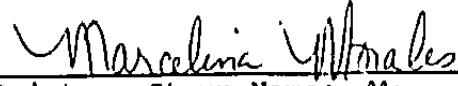
By: 
Its: Francisco Rojo
Vice President

FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 APR 11 PM 3:44

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 10th day of April, 1995 by Francisco Rojo, as Vice President of Related Homestead, Inc., a Florida corporation, General Partner of Related/CloverLeaf, Ltd., a Florida limited partnership, as Sole General Partner of Related 177th Street Associates, Ltd., a Florida limited partnership (the "Partnership"), who is personally known to me or who has produced a driver's license as identification and who did not take an oath.




Print or Stamp Name: Marcelina Morales
Notary Public, State of Florida at Large
Commission No.: 384164
My Commission Expires: 6/16/98

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Francisco Rojo hereby accepts his appointment as registered agent for Related 177th Street Associates, Ltd., a Florida limited partnership and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: April 7, 1995


Francisco Rojo

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

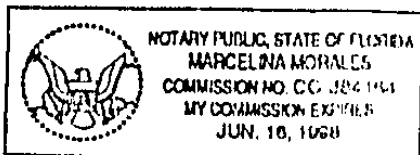
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

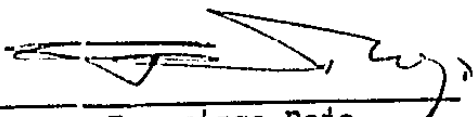
BEFORE ME, the undersigned authority, personally appeared Francisco Rojo, as Vice President of Related Homestead, Inc., a Florida corporation, as General Partner of Related/Cloverleaf, Ltd., a Florida limited partnership, as Sole General Partner of Related 177th Street Associates, Ltd. (the "Partnership"), who states as follows:

1. The aggregate capital contributions made by the Limited Partners of the Partnership to the Partnership is \$100.00.
2. It is not anticipated that the Limited Partners will make any additional contributions to the capital of the Partnership other than as set forth in Number 1, above.

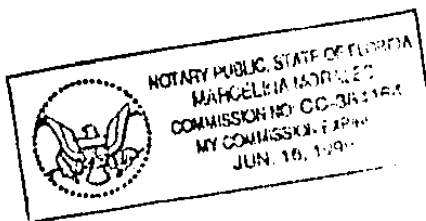
RELATED/CLOVERLEAF, LTD., a
Florida limited partnership
as General Partner

By: RELATED HOMESTEAD, INC., a
Florida corporation
as General Partner



By: 
Its: Francisco Rojo
Vice President

The foregoing instrument was acknowledged before me this 10th day of April, 1995 by Francisco Rojo, as Vice President of Related Homestead, Inc., a Florida corporation, General Partner of Related/Cloverleaf, Ltd., a Florida limited partnership, as Sole General Partner of Related 177th Street Associates, Ltd., a Florida limited partnership (the "Partnership"), who is personally known to me or who has produced a driver's license as identification and who did not take an oath.



Marcelina Morales
Print or Stamp Name: Marcelina Morales
Notary Public, State of Florida at Large
Commission No.: 384164
My Commission Expires: 6/16/98