

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9071
904-222-0193 FAX

000-142-8086



A950000000578

ACCOUNT NO. : 0721000000032

REFERENCE : 575369 4133A

AUTHORIZATION : Patricia Poyth

COST LIMIT : \$ 140.00

ORDER DATE : APR 11 11, 1995

ORDER TIME : 10:07 AM

ORDER NO. : 575369

CUSTOMER NO: 4133A

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

DOMESTIC FILING

NAME: RELATED/MARTIN, 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
R/L

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 11 PM 5:48

500001452935

CERTIFICATE OF LIMITED PARTNERSHIP
OF

RELATED/MARTIN, LTD.

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the Sole General Partner of RELATED/MARTIN, 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/MARTIN, LTD.
2. The office and principal place of business for the 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 Homestead, Inc.
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.

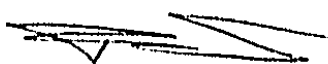
FILED
SECTION OF
CORPORATIONS
DIVISION
95 APR 11 PM 3:48

P930 00082828

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

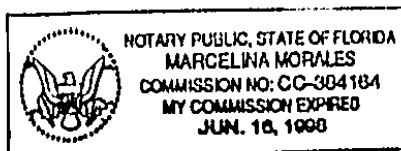
RELATED HOMESTEAD, INC., a
Florida corporation
as General Partner

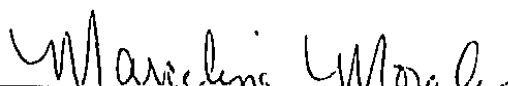
By: 
Its: Francisco Rojo
Vice President

FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
55 APR 17 PM 3:48

STATE OF FLORIDA)
COUNTY OF DADE) SS.

The foregoing instrument was acknowledged before me this day of April, 1995 by Francisco Rojo, as Vice President of Related Homestead, Inc., a Florida corporation, as Sole General Partner of Related/Martin, 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.

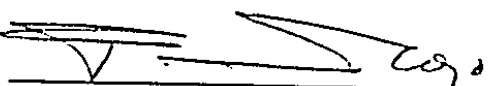



Print or Stamp Name: Marcelina Morales
Notary Public, State of Florida at Large
Commission No.: 384164
My Commission Expires: 6/16/98

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Francisco Rojo hereby accepts his appointment as registered agent for Related/Martin, 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)

FILED
STATE
SECRETARY OF
DIVISION OF
95 APR 11 PM 4:48

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

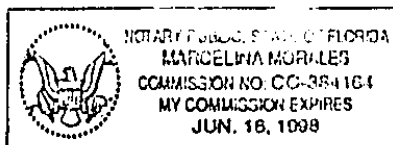
1. The aggregate capital contributions made by the Limited Partners of the Partnership to the Partnership is \$100.00.

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 HOMESTEAD, INC., a
Florida corporation
as General Partner

By: [Signature]
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, as Sole General Partner of Related/Martin, 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

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
Tawana Matheson
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JAN -2 PM 4:14

1. Name of Limited Partnership

1a. DOCUMENT #
A95000000578

RELATED/MARTIN, LTD.

Mailing Address

C/O RELATED HOMESTEAD, INC.
2828 CORAL WAY, PENTHOUSE SUITE
MIAMI FL 33145

Principal Office Address

C/O RELATED HOMESTEAD, INC.
2828 CORAL WAY, PENTHOUSE SUITE
MIAMI FL 33145

If above addresses are correct in any way, file through the enclosed information and enter correct address in Block 2 and/or 2a.

3. Date Formed or Registered to Do Business in
FLORIDA 04/11/1995

3a. Date of Last Report

4. State or Country of Formation

FL

5a. Capital Contributions as Shown
on Record \$100.00

5b. Amount of Capital Contribution in
FLORIDA to date

6. FTA Number

Applied Fee

7. CERTIFICATE OF STATUS REQUIRED

Not Applicable

\$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 amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 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 \$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

ROJO, FRANCISCO
C/O RELATED HOMESTEAD, INC.
2828 CORAL WAY, PENTHOUSE SUITE
MIAMI FL 33145

10. If changed, new Registered Agent/Office

Name

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

Suite, 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 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 620.102, 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)

RELATED HOMESTEAD, INC.

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

2828 CORAL WAY, PENTH

11b. City, State & Zip Code

MIAMI FL 33145

11c. Registrant or
Document Number

P83000082828

000001684680
-01/10/86--01091--007
****200.00 ****200.00

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 and that my signature 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 empowered to execute this report as required by check under Florida Statutes.

SIGNATURE

Typed or Printed Name of General Partner Signing Form

Related Homestead, Inc.

DATE

Telephone Number (305) 460-9900

CR2E003 (6/95)

0005878