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DIVISION OF CORPORATION

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95 AUG 18 PM 1:33

ACCOUNT NO. : 072100000032

REFERENCE : 634633 80572A

AUTHORIZATION :

COST LIMIT : 0 PREPAID

ORDER DATE : August 7, 1995

ORDER TIME : 8:43 AM

ORDER NO. : 634633

CUSTOMER NO: 80572A

CUSTOMER: Peter M. Hodkin, Esq
PETER M. HODKIN, P.A.

Suite 4100
2101 West Commercial Boulevard
Fort Lauderdale, FL 33309

1. TAX	_____
FILING	1750.00
R. AGENT FEE	35.00
2. COPY	52.50
TOTAL	1837.50
3. BANK	_____
BALANCE DUE	_____

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DOMESTIC FILING

*****FILE 2ND****

NAME: PEMBROKE FALLS ASSOCIATES, LTD

300001557613
-08/10/95--01057--013
***1837.50 ***1837.50

ARTICLES OF INCORPORATION
XXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

8/7/95
BK

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CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, desiring to form a limited partnership under and by virtue of the powers conferred by the Florida Revised Uniform Limited Partnership Act, pursuant to the provisions of Section 620.108, after being duly sworn, does on oath depose and say:

1. The name of the Limited Partnership is:

PEMBROKE FALLS ASSOCIATES, LTD.

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

2121 Ponce de Leon Blvd.
Suite 650
Coral Gables, Florida 33134

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

Peter M. Hodkin, Esquire
2101 West Commercial Boulevard, Suite 4100
Fort Lauderdale, Florida 33309

4. The name and business address of the general partner is:

Pembroke Falls Associates, Inc.
2121 Ponce de Leon Blvd.
Suite 650
Coral Gables, Florida 33134

845000060638

5. The mailing address of the Partnership is:

2121 Ponce de Leon Blvd.
Suite 650
Coral Gables, Florida 33134

6. The latest date upon which the partnership will dissolve is December 31, 2020.

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP, AT THE PLACE DESIGNATED IN PARAGRAPH 3 OF THIS CERTIFICATE OF LIMITED PARTNERSHIP, UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 28th DAY OF JULY, 1995.


PETER M. HODKIN

IN WITNESS WHEREOF, Stuart I. Meyers, as President of PEMBROKE FALLS ASSOCIATES, INC., has signed this Certificate of Limited Partnership pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED THIS 28th DAY OF JUNE, 1995.
JULY

PEMBROKE FALLS ASSOCIATES, INC.
a Florida Corporation, as
General Partner

By: 
STUART I. MEYERS
President

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**AFFIDAVIT
OF
CAPITAL CONTRIBUTIONS**

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

I, STUART I. MEYERS, as President of Pembroke Falls Associates, Inc., a Florida corporation, which corporation is the General Partner of PEMBROKE FALLS ASSOCIATES, LTD., a Florida limited partnership (the "Partnership"), being duly sworn, certifies as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is \$1,169,114.
2. It is not presently anticipated, nor is it required pursuant to the terms of PEMBROKE FALLS ASSOCIATES, LTD.'S, Certificate and Agreement of Limited Partnership, that the Limited Partners will contribute any additional capital contributions to the Partnership.

Under penalties of perjury, the undersigned, as President of Pembroke Falls Associates, Inc., the General Partner of the Partnership, declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

PEMBROKE FALL ASSOCIATES, INC.,
a Florida corporation, as
General Partner

By: _____

Stuart I. Meyers
STUART I. MEYERS
President

Sworn to and subscribed before me this 28 day of ~~June~~ ^{July}, 1995
by Stuart I. Meyers. He is personally known to me.



NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES: Nov. 17, 1996
PLEASE TURN NOTARY PUBLIC UNDERWRITING

52152

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