

A9500000/398

Courtelis
Company

September 14, 1995

Florida Department of State
Divisions of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RECEIVED SEP 15 1995
TALLAHASSEE, FLORIDA
***140.00 ***140.00

Re: Merritt Square Marketplace Associates, Ltd.

Dear Ladies and Gentlemen:

With reference to the formation of the aforementioned entity as a Florida limited partnership, enclosed herewith are the following original document and instrument, to wit:

1. Certificate of limited partnership of Merritt Square Marketplace Associates, Ltd. executed by its corporate general partner, Lancaster Devcorp, Inc., a Florida corporation, on September 14, 1995, and which has attached to it the limited partnership registered agent designation and the affidavit of capital contributions, both of which have also been executed by Lancaster Devcorp, Inc.; and
2. The undersigned's escrow account check no. 1787 made payable to the Florida Department of State in the amount of \$140.00 which represents the filing fee for the formation of same (i.e., \$52.50), a certified copy of the certificate (i.e., \$52.50) and the resident agent designation (i.e., \$35.00).

Once the limited partnership has been formed, kindly return the certified copy of the certificate to the undersigned.

Very truly yours,

Victor L. Stosik
Victor L. Stosik
General Counsel

VLS/cem

Enclosures

(LTRB\7114)

701 Brickell Ave., Suite 1400
Miami, Florida 33131-2822
Phone: (305) 379-8467
Fax Number: (305) 381-7875

FILED
1995 SEP 18 AM 9:30
TALLAHASSEE, FLORIDA

9/20/95 aw

cc

A95000001398

CERTIFICATE OF LIMITED PARTNERSHIP
OF
MERRITT SQUARE MARKETPLACE ASSOCIATES, LTD.

FILED
1995 SEP 18 AM 9:30
CLERK OF CIRCUIT COURT
DADE COUNTY, FLORIDA

The undersigned General Partner, desiring to form a limited partnership pursuant to Section 620.018 of the Florida Statutes, does hereby certify and swear to the following:

1. The name of the limited partnership is MERRITT SQUARE MARKETPLACE ASSOCIATES, LTD.

2. The location of the principal place of business of the limited partnership is 701 Brickell Avenue, Suite 1400, Miami, Florida 33131.

3. The name of the agent for service of process on the limited partnership required to be maintained pursuant to the provisions of Section 620.105 of the Florida Statutes is W. Douglas Pitts, whose address is 701 Brickell Avenue, Suite 1400, Miami, Florida 33131.

4. The name and business address of the sole general partner is LANCASTER DEVCORP, INC., a Florida corporation, 701 Brickell Avenue, Suite 1400, Miami, Florida 33131.

5. The mailing address for MERRITT SQUARE MARKETPLACE ASSOCIATES, LTD. is 701 Brickell Avenue, Suite 1400, Miami, Florida 33131.

6. The latest date upon which the limited partnership is to dissolve is December 31, 2025, unless otherwise agreed in writing by the partners.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the sole General Partner of Merritt Square Marketplace Associates, Ltd. this 14th day of September, 1995.

GENERAL PARTNER:

LANCASTER DEVCORP, INC.
a Florida corporation

By: [Signature]
W. Douglas Pitts, President

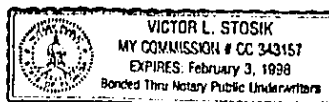
STATE OF FLORIDA)
SS:
COUNTY OF DADE)

BEFORE ME, personally appeared W. Douglas Pitts, known to me to be President of LANCASTER DEVCORP, INC., a Florida corporation, the General Partner of MERRITT SQUARE MARKETPLACE ASSOCIATES, LTD., in the foregoing instrument, and known to me to be the person who executed the same, and he acknowledged before me that said instrument is his act and deed and that he executed the same for the purposes therein expressed in the capacities stated herein. He is personally known to me and did/did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 14th day of September, 1995.

[Signature]
Name: VICTOR L. STOSIK
NOTARY PUBLIC, State of Florida

My Commission Expires:



LIMITED PARTNERSHIP REGISTERED AGENT DESIGNATION

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 620.105(2), FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

MERRITT SQUARE MARKETPLACE ASSOCIATES, LTD., with its principal place of business at 701 Brickell Avenue, Suite 1400, Miami, Florida 33131, has named W. Douglas Pitts, located at 701 Brickell Avenue, Suite 1400, Miami, State of Florida, as its Agent to accept service of process within Florida.

GENERAL PARTNER:

LANCASTER DEVCORP, INC.
A Florida corporation

By: [Signature]
W. Douglas Pitts, President

Date: September 14th, 1995

Having been named to accept service of process as statutory registered agent for the above stated limited partnership, at the place designated in this certificate, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 620.192 Florida Statutes.

[Signature]
W. Douglas Pitts,
Registered Agent

Date: September 14th, 1995

FILED
1995 SEP 18 AM 9:30
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FILED
1995 SEP 18 AM 9:30
MIAMI, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared W. Douglas Pitts, the President of Lancaster Devcorp, Inc., a Florida corporation, and the sole general partner of Merritt Square Marketplace Associates Ltd., a Florida limited partnership, hereinafter referred to as the "Partnorship", who, upon being duly sworn, certified as follows:

1. The amount of the initial capital contributions made by the limited partners to the Partnership is, in the aggregate, \$1,000.00.

2. At this time, the anticipated amount of the capital contributions to be made by the limited partners to the Partnership is, in the aggregate, \$6,000.00.

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.

GENERAL PARTNER:

LANCASTER DEVCORP, INC.
a Florida corporation

By: W. Douglas Pitts
W. Douglas Pitts
President

Date: September 14th, 1995
Miami, Florida

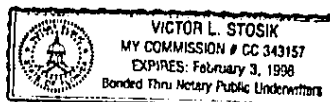
BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally appeared W. Douglas Pitts, as President of Lancaster Devcorp, Inc., a Florida corporation and the sole general partner of Merritt Square Marketplace Associates, Ltd., 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 the President of the General Partner of said Partnership. He is personally known to me and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 14th day of September, 1995.

Victor L. Stosik
Name: VICTOR L. STOSIK
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:

(L01\H9M-A.CC)



FILL ON OR BEFORE APRIL 5, 1996 TO AVOID
REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



OFFICE OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS

FILED

96 MAR -8 AM 9:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of the partnership

1a. DOCUMENT #
A95000001398

MERRITT SQUARE MARKETPLACE ASSOCIATES, LTD.

Principal Office

701 BRICKELL AVENUE
STE. 1400
MIAMI FL 33131

Principal Office Address

701 BRICKELL AVENUE
STE. 1400
MIAMI FL 33131

2. Date of filing of this report (month and day)

3. State of incorporation
FLORIDA
09/18/1995

3a. Date of report

4. State of principal office
FL

5a. Amount of fee paid to the state
\$6,000.00

5b. Amount of fee paid to the state
FLORIDA - 00

6. Filing fee
45-0609987

Appointee
First Application

7. CERTIFICATE OF STATUS REQUIRED
\$5.75 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 of blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50.
2. Supplemental Fee. \$130.75 (prescribed in section 607.193, F.S.)
The amount of the supplemental fee shall be determined by the Department of Revenue, based on the amount of the filing fee paid by the partnership.

9. Name and Address of Current Registered Agent
PITTS, W. DOUGLAS
701 BRICKELL AVENUE
SUITE 1400
MIAMI FL 33131

10. Filing fee (see Registered Agent Office)

10a. The partnership hereby certifies that the information furnished on this report is true and correct to the best of its knowledge and belief, and that the partnership is not aware of any material misstatements or omissions.

Notary Public for Registered Agent Accepting Appointment

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Name of General Partner	11a. Address of General Partner	11b. City, State & Zip Code	11c. Registration Number
LANCASTER DEVCORP, INC.	701 BRICKELL AVE., ST	MIAMI FL 33131	M34390

70000017413987

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

12. The partnership hereby certifies that the information furnished on this report is true and correct to the best of its knowledge and belief, and that the partnership is not aware of any material misstatements or omissions.

Signature of Registered Agent

[Signature]

Douglas H. Prudgen, Treasurer
LANCASTER Devcorp, Inc

2/20/96
305-379-8467

CR2203 (1/1/95)

A95000001398



Courtells
Company

FILED
97 JUL 22 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 17, 1997

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

900002243939--3
-07/22/97--01081--011
****122.50 ****122.50

Re: Merritt Square Marketplace Associates, Ltd.
Document No. A95000001398

Ladies and Gentlemen:

With reference to the aforementioned Florida limited partnership, enclosed herewith are the following document and instrument relative to amending the certificate of limited partnership for said limited partnership, to wit:

1. Amendment to certificate of limited partnership of Merritt Square Marketplace Associates, Ltd., dated July 9, 1997, whereby Lancaster Devcorp, Inc., resigned as general partner of said limited partnership, and Newcaster Devcorp, Inc., is being substituted as the new general partner; and
2. The undersigned's escrow account check number 2121, made payable to the Florida Secretary of State, in the amount of \$105.00, which represents \$52.50 for the filing fee and \$52.50 for a certified copy of the amendment.

After the amendment has been filed, I would appreciate it if you would forward the certified copy to me.

Sincerely yours,

Victor L. Stosik
General Counsel

VLS/cem
Enclosures

701 Brickell Ave., Suite 1400
Miami, Florida 33131-2822
Phone: (305) 379-8467
Fax Number: (305) 381-7875

Name	Availability	CM
Document Examiner		
Updater		
Updater Verifier		
Acknowledgement		
W. P. Verifier		

(LRS-DEPT/ST. 2)

**FIRST AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP OF
MERRITT SQUARE MARKETPLACE ASSOCIATES, LTD.**

845-1342

The undersigned parties, in accordance with Florida Statute Subsection 620.109(2)(a) and pursuant to the Certificate of Limited Partnership of Merritt Square Marketplace Associates, Ltd., dated September 14, 1995, and filed with the Florida Department of State on September 18, 1995 (hereinafter referred to as the "Certificate"), hereby amend the aforesaid Certificate as follows, to wit:

1. Paragraph 4 of the Certificate which sets forth the name and address of the general partner in Merritt Square Marketplace Associates, Ltd., is hereby amended to read as follows, to wit:

General Partner:

Newcaster Devcorp, Inc. 846
701 Brickell Avenue
Suite 1400
Miami, Florida 33131-2822

FILED
97 JUL 22 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2. This amendment shall be effective as of August 1, 1997.

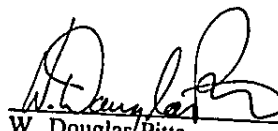
3. Except as modified herein, the parties hereto acknowledge that the Certificate shall remain and continue in full force and effect and is hereby ratified and confirmed.

IN WITNESS THEREOF, the Resigning General Partner and the Substituted General Partner have executed this First Amendment to the Certificate of General Partnership this 9th day of July, 1997.

RESIGNING GENERAL PARTNER:

LANCASTER DEVCORP, INC., a Florida corporation

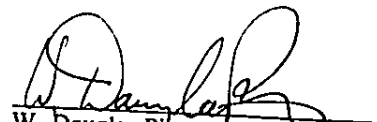
By:


W. Douglas Pitts
President

SUBSTITUTED GENERAL PARTNER:

NEWCASTER DEVCORP, INC., a Florida corporation

By:


W. Douglas Pitts
President

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared W. Douglas Pitts, as President of Lancaster Devcorp, Inc., a Florida corporation, resigning general partner of Merritt

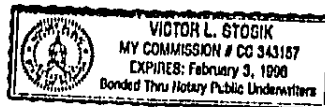
Square Marketplace Associates, Ltd., known to me to be the individual described herein and did certify and swear to me that he executed freely and voluntarily the foregoing Amendment for the purposes therein expressed and in his capacity therein stated, on behalf of the corporation. He is personally known to me.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 9th day of July, 1997.

Victor L. Stosik
Notary Public, State of Florida

FILED
97 JUL 22 PM 4:44
CLERK OF DISTRICT COURT
MIAMI, FLORIDA

My Commission Expires:



STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared W. Douglas Pitts, as President of Newcaster Devcorp, Inc., a Florida corporation, substituted general partner of Merritt Square Marketplace Associates, Ltd., known to me to be the individual described herein and did certify and swear to me that he executed freely and voluntarily the foregoing Amendment for the purposes therein expressed and in his capacity therein stated, on behalf of the corporation. He is personally known to me.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 9th day of July, 1997.

Victor L. Stosik
Notary Public, State of Florida

My Commission Expires:

