

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • (850) 442-8872 • Fax (850) 224-1232

A96000000153

11088 Partners, LTD.

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****105.00 ****105.00

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DIVISION OF CORPORATION

LP-52.50
CERT-52.50

mr

2/3/98

Signature _____

Requested by: AS

Name _____

Date 2/3/98

Time 9:34

Walk-In _____

Will Pick Up _____

Art of Inc. File _____
✓ LTD Partnership File Amend. & Restated Certificate
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
✓ Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
OF
1688 PARTNERS, LTD.

(Document No. A96000000153)

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, and specifically, §620.109 of the Florida Statutes, the undersigned, being the sole General Partner of 1688 PARTNERS, LTD., hereby duly executes and files with the Florida Department of State this Amended and Restated Certificate of Limited Partnership which amends and restates in its entirety the Certificate of Limited Partnership which was filed with the Florida Department of State on January 19, 1996.

1. The name of the Partnership is:

1688 PARTNERS, LTD.

2. The name and address of the Registered Agent or service of process of the Partnership is:

Michael B. Werner
1111 Lincoln Road, Suite 800
Miami Beach, Florida 33139

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

1688 IEA, Inc.
1111 Lincoln Road
Suite 800
Miami Beach, Florida 33139


4. The mailing and principal address of the Partnership is:

1111 Lincoln Road
Suite 800
Miami Beach, Florida 33139

5. The latest date upon which the Partnership is to dissolve is December 31, 2012.

IN WITNESS WHEREOF, the General Partner has caused this Amended and Restated Certificate of Limited Partnership to be executed at Miami, Florida, this 17 day of JANUARY, 1998.

1688 IEA, Inc.,
a Florida corporation as
the general partner

By: 
Michael B. Werner,
President

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ACCEPTANCE

Pursuant to Section 620.192 of the Florida Statutes, the undersigned accepts appointment as registered agent for 1688 Partners, Ltd., a Florida limited partnership, and accepts all obligations imposed on him as such under Florida law.

Executed this 27 day of JANUARY, 1998.



Michael B. Werner
Registered Agent

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AFFIDAVIT


STATE OF FLORIDA)
)
COUNTY OF DADE) SS

The undersigned General Partner of 1688 Partners, Ltd. (the "Partnership"), being duly sworn, deposes and says:

The total capital contributions of the limited partners of the Partnership through this date are \$29,008 and the anticipated future capital contributions of the limited partners to the Partnership are none.

GENERAL PARTNER:

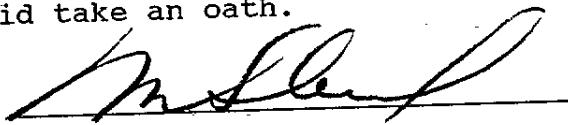
1688 IEA, Inc.,
a Florida corporation

By: 
Michael B. Werner,
President

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STATE OF FLORIDA)
)
COUNTY OF DADE) SS

The foregoing instrument was signed before me this _____ day of JANUARY, 1998, by Michael B. Werner as the president of 1688 IEA, Inc., the General Partner of 1688 Partners, Ltd. He is personally known to me or has produced _____ as identification and who did take an oath.


Name: _____
Commission No.: _____
Notary Public
State of Florida at Large

My commission expires:

ptrshp\1688.clp.restated