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96 JAN 25 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
FOR ST. ANDREWS SOUTHWEST, LTD.,
A FLORIDA LIMITED PARTNERSHIP**

Pursuant to Chapter 620 of the Florida Statutes, the undersigned, being the sole General Partner, desiring to form a Florida limited partnership, does hereby swear and affirm as follows:

1. The name of the limited partnership is ST. ANDREWS SOUTHWEST, LTD.

2. The office of the limited partnership is 2828 Coral Way, Penthouse Suite, Miami, Florida 33145, and the name and address of the agent for service of process is JORGE M. PEREZ, located at 2828 Coral Way, Penthouse Suite, Miami, Florida 33145.

3. The names and business addresses of the sole General Partner is:

ST. ANDREWS SOUTHWEST, INC.
2828 Coral Way, Penthouse Suite
Miami, Florida 33145

4. The mailing address of the limited partnership is:

ST. ANDREWS SOUTHWEST, LTD.
2828 Coral Way, Penthouse Suite
Miami, Florida 33145

5. The latest date upon which the limited partnership is to dissolve is December 31, 2095.

6. Attached hereto and made a part hereof is the Affidavit of Capital Contributions of the limited partners, setting forth the amount anticipated to be contributed by the limited partners.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Limited Partnership as of the 16th day of January, 1996.

GENERAL PARTNER:

ST. ANDREWS SOUTHWEST, INC.,
a Florida corporation

By: Roberto S. Rocha
ROBERTO S. ROCHA
Vice President

STATE OF FLORIDA

COUNTY OF Dade

SS:

The foregoing instrument was acknowledged before me this 16th day of January, 1996, by ROBERTO S. ROCHA, as Vice President of ST. ANDREWS SOUTHWEST, INC., a Florida corporation, on behalf of said corporation, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.

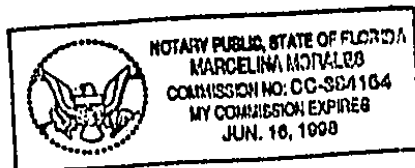
NOTARY PUBLIC

Sign: Marcelina Morales

Print: Marcelina Morales

My Commission Expires:


(SEAL)



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TALLAHASSEE FLORIDA

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for ST. ANDREWS SOUTHWEST, LTD. at the location designated in the Certificate, JORGE M. PEREZ hereby agrees to act in such capacity and agrees to comply with the provisions of said act with respect to keeping such office open.


JORGE M. PEREZ

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TALLAHASSEE FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF ST. ANDREWS SOUTHWEST, LTD.,
A FLORIDA LIMITED PARTNERSHIP**

Before me, the undersigned authority, personally appeared ROBERTO S. ROCHA, as Vice President of ST. ANDREWS SOUTHWEST, INC., a Florida corporation, the sole General Partner of ST. ANDREWS SOUTHWEST, LTD., a Florida limited partnership, who, being duly sworn, deposes and says:

1. I, ROBERTO S. ROCHA, am the Vice President of ST. ANDREWS SOUTHWEST, INC., a Florida corporation, the sole General Partner of ST. ANDREWS SOUTHWEST, LTD., and as such officer, I have personal knowledge of the matters hereinafter set forth.

2. The amount of the capital contributions of the Limited Partner to the Partnership (and the amount anticipated to be contributed by it) are as follows:

Limited Partners:

Jorge M. Perez

Capital Contributions

\$99.00

ST. ANDREWS SOUTHWEST, INC., a
Florida corporation, sole
General Partner of ST. ANDREWS
SOUTHWEST, LTD.

By: _____

ROBERTO S. ROCHA
Vice President

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF _____)

The foregoing instrument was acknowledged before me this
16th day of January, 1996, by ROBERTO B. ROCHA, as Vice
President of ST. ANDREWS SOUTHWEST, INC., the sole General Partner
of ST. ANDREWS SOUTHWEST, LTD., a Florida limited partnership, who
is personally known to me or who has produced _____
_____ as identification and who did/did not take an oath.

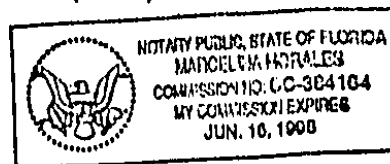
NOTARY PUBLIC

Sign: Marcelina Morales

Print: Marcelina Morales

My Commission Expires:

(SEAL)



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BERGER & DAVIS, P.A.
ATTORNEYS AT LAW

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 15, 1996

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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***1802.50 ***1802.50

Re: St. Andrews Southwest, Ltd.
Our File No. 2422.004

Dear Sir or Madam:

Enclosed is a Supplemenal Affidavit of Capital Contributions for the above-referenced limited partnership. Please file same and return a certified, copy to the undersigned.

Also enclosed is a check in the amount of \$1,802.50 for the filing and certified copy fees.

Sincerely,

BERGER & DAVIS, P.A.

Robin L. Goldston
Robin L. Goldston
Legal Assistant

Encs.

cc: Mr. Roberto S. Rocha
Lawrence C. Callaway, III, Esq.

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KWM

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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BEFORE ME, the undersigned, personally appeared ROBERTO S. ROCHA, the Vice President of ST. ANDREWS SOUTHWEST, INC., f/k/a ST. ANDREWS AT BONAVENTURE, INC., a Florida corporation, sole General Partner of ST. ANDREWS SOUTHWEST, LTD., a Florida limited partnership ("Partnership"), who, upon being sworn, certified as follows:

The amount of the capital contributions of the Limited Partners to the Partnership and the amount anticipated to be contributed by them are as follows:

Limited Partners

Capital Contribution

The Related Group of Florida

Cash of \$1,800,000.00

Silvio A. Cordoso

Cash of \$ 200,000.00

Dated this 20th day of June, 1996.

FURTHER AFFIANT SAYETH NOT.

Under the 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:

ST. ANDREWS SOUTHWEST, INC.,
f/k/a ST. ANDREWS AT
BONAVENTURE, INC., a Florida
corporation

By: Roberto S. Rocha

ROBERTO S. ROCHA, Vice
President

Andrew S. Garcia
Witness

Robert Hall
Witness

STATE OF FLORIDA
COUNTY OF DADE

)
) SS:
)

Sworn to and subscribed before me this 20 day of June, 1996,
by ROBERTO S. ROCHA, as Vice President of ST. ANDREWS SOUTHWEST,
INC. d/b/a ST. ANDREWS AT BONAVENTURE, INC., a Florida corporation.

(X) Personally known to me; or

() Produced Identification; Type of Identification produced
_____.

NOTARY PUBLIC:

By: Alicia M. Rufin
Print Name: Alicia M. Rufin
Commission No.: _____
My Commission Expires: _____

