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VIA FEDERAL EXPRESS

January 24, 1996

Department of State  
Limited Partnerships Section  
409 East Gaines Street  
Tallahassee, Florida 32399

000001698310  
-01/25/96--01097--003  
\*\*\*1785.00 \*\*\*1785.00

Re: Pompano Center Limited  
Our File No. 03024002

Dear Sir or Miss:

Enclosed, for filing, please find the original and one of the Certificate and Affidavit of Florida Limited Partnership of Pompano Center Limited, a Florida limited partnership, together with our firm check payable to the Secretary of State in the sum of \$1,785.00. This filing fee is based on capital and anticipated contributions of \$325,000.00, and includes the registered agent acceptance.

Please be kind enough to process this limited partnership and provide acknowledgment of same via the return federal express mailer.

Please acknowledge receipt of the foregoing by placing your receiving stamp on the enclosed copy of this letter and returning same to me. A self-addressed, stamped envelope is provided for your convenience.

Name	W.P. C. Squitero
Availability	Should you have any question regarding this matter, please do not hesitate to contact the undersigned.
Document	
Examiner	
/sjz	
enclosures	
W.P. C. Squitero	John R. Squitero, Esquire
	William D. Rohrer, Esquire

Very truly yours,

KATZ, BARRON, SQUITERO & FAUST, P.A.

*Sue Zimmerman*  
Sue Zimmerman, Paralegal

TC  
\$325,000.00

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CERTIFICATE AND AFFIDAVIT OF FLORIDA LIMITED  
PARTNERSHIP OF POMPANO CENTER LIMITED,  
A FLORIDA LIMITED PARTNERSHIP

CENTER SHOPPES CORP. (the "General Partner") hereby makes, acknowledges, and files this Certificate of Limited Partnership (the "Certificate") for POMPANO CENTER LIMITED, hereinafter referred to as the "Partnership".

1. Name of Partnership: The name of the Partnership is POMPANO CENTER LIMITED, a Florida Limited Partnership.
2. Mailing Address and Principal Place of Business of the Limited Partnership: The mailing address and principal place of business of the Limited Partnership is 20801 Biscayne Boulevard, Suite 455, Aventura, Florida 33180. The General Partner shall promptly give notice to the other Partners of any change of mailing address.
3. Name and Business Address of General Partner: The name and business address of the General Partner in the Partnership is as follows:  

CENTER SHOPPES CORP.  
20801 Biscayne Boulevard, Suite 455  
Aventura, Florida 33180
4. Effective Date: The Partnership will become effective upon the filing of this Certificate and shall terminate and dissolve no later than December 31, 2025.
5. Agent for Service of Process: The Agent for service of process on the Partnership shall be CORPCO, INC., 2699 South Bayshore Drive, 7th Floor, Miami, Florida 33133.
6. Capital Contributions: The undersigned herewith affirms that the total amount of Capital Contributions which the Limited

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Partners shall contribute is Three Hundred Twenty-Five Thousand and no/100 (\$325,000.00) Dollars.

7. Anticipated Additional Contributions: No additional contributions are anticipated, other than as set forth in paragraph 6.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature and seal and swears to the foregoing as of the 23rd day of January, 1996, in accordance with Florida Statutes Section 620.108.

GENERAL PARTNER:

CENTER SHOPPES CORP.,  
a Florida corporation

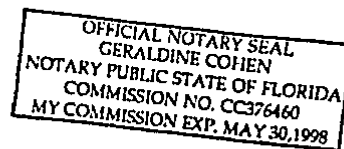
By: [Signature]  
DANIEL ABRAMSON, President

STATE OF FLORIDA     )  
COUNTY OF DADE     ) SS:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared DANIEL ABRAMSON, who is personally known to me or who produced as identification.

SWORN TO AND SUBSCRIBED before me at the County and State last aforesaid this 23rd day of January, 1996.

Geraldine Cohen  
Notary Public  
Print Name of Notary GERALDINE COHEN  
Serial Number CC376460  
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

I hereby accept the appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed limited partnership named in the Certificate and Affidavit of Limited Partnership hereinabove set forth and do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in paragraph 5 of this Certificate.

Dated this 24<sup>th</sup> day of January, 1996.

CORPCO, INC.

  
ALBERT J. XIQUES, Vice President  
Registered Agent

SEC. OF STATE  
TALLAHASSEE, FLORIDA

96 JAN 25 PM 3:25

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