

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

A96000000302

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

3) Gables Grand, LTD

BK 2/14/96

SEARCHING _____
 AGENT FEE 57.50
 COPY _____
 FEE 35.00
 TOTAL _____
 BANK _____
 BALANCE DUE _____
 (AMOUNT)

RE: Merrick Center, LTD
Merrick Center, Inc.

| | C.S. FEE. | DISBURSED |
|----------------------------------|-----------|-----------|
| Capital Express™ | | |
| Art. of Inc. Filing | | |
| Corp. Record Search | | |
| ✓ Ltd. Partnership Filing #13 | | |
| Foreign Corp. Filing | | |
| () Cert. Copy(s) | | |
| ✓ Art. of Amend. Filing #11 | | |
| Dissolution/Withdrawal | | |
| C U S- | | |
| Fictitious Name Filing | | |
| Name Reservation | | |
| ✓ Annual Report/Reinstatement #2 | | |
| Reg. Agent Service | | |
| Document Filing | | |
| Corporate Kit | | |
| Vehicle Search | | |
| Driving Record | | |
| Document Retrieval | | |
| UCC 1 or 3 File | | |
| UCC 11 Search | | |
| UCC 11 Retrieval | | |
| File No.'s, Copies | | |
| Courier Service | | |
| Shipping/Handling | | |
| Phone () | | |
| Top Priority | | |
| Express Mail Prep. | | |
| FAX () pgs. | | |

300001719343
 -02/20/96--01075--015
 *****87.50 *****87.50

DIVISION OF CORPORATE REGISTRATION
 96 FEB 11 11 12 AM '96
 RECEIVED

DIVISION OF CORPORATE REGISTRATION
 96 FEB 12 11 18 AM '96
 RECEIVED

| | |
|--------------------------------|----|
| SUBTOTALS | |
| FEE..... | |
| DISBURSED..... | |
| SURCHARGE..... | \$ |
| TAX on corporate supplies..... | \$ |
| SUBTOTAL..... | \$ |
| PREPAID..... | \$ |
| BALANCE DUE..... | \$ |

| REQUEST | TAKEN | CONFIRMED | APPROVED |
|------------|-------|-----------|--------------|
| DATE _____ | _____ | _____ | _____ |
| TIME _____ | _____ | _____ | CK No. _____ |
| BY _____ | _____ | _____ | _____ |

WALK-IN 2/12 12:00
 Will Pick Up _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

CERTIFICATE OF LIMITED PARTNERSHIP

OF

GABLES GRAND, LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 14 PM 12:08

The undersigned, acting as organizer of a Limited Partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act hereby adopts the following certificate for such Limited Partnership:

1. The name of the Limited Partnership is:

GABLES GRAND, LTD.

2. (a) The address of the office of the Partnership at which place the records shall be maintained is:

Two Alhambra Plaza, PH-2
Coral Gables, Florida 33134

- (b) The name and address of the Partnership's agent for service of process is:

LEON J. WOLFE, ESQ.
c/o Berman Wolfe & Rennert, P.A.
35th Floor, NationsBank Tower
100 Southeast Second Street
Miami, Florida 33131-2130

3. The name and address of the General Partner is:

Codina Gables Grand, Inc.
Two Alhambra Plaza, PH-2
Coral Gables, Florida 33134

996300013063

4. The mailing address for the Limited Partnership is:

Two Alhambra Plaza, PH-2, Coral Gables, Florida 33134

5. The term of the Partnership shall commence on the date of filing of this Certificate with the Secretary of State of Florida and shall continue until December 31, 2044, unless sooner terminated as provided in the Articles of Limited Partnership Agreement.

IN WITNESS WHEREOF, the undersigned General Partner has hereto executed this Certificate as of 2/7/96, 1996.

FILED IN STATE
SECRETARY OF CORPORATIONS
FEB 14 PM 12:08

GENERAL PARTNER:

[CORPORATE SEAL]

CODINA GABLES GRAND, INC.
a Florida corporation

By: [Signature]
Armando Codina, President

Attest: [Signature]
Secretary

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me on Feb. 7th, 1996, by Armando Codina as President of Codina Gables Grand, Inc., a Florida corporation, on behalf of the corporation, and who is personally known to me or has produced _____ as identification.

OFFICIAL NOTARY SEAL
LOURDES REYES
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC331556
MY COMMISSION EXP. NOV. 6, 1997

[Signature]
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

Having been named to accept service of process for the above stated Limited Partnership, at the place designated in this Certificate of Limited Partnership, I hereby act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

[Signature]
LEON J. WOLFE, ESQ.
Registered Agent
Dated: January 30, 1996

AFFIDAVIT

SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 11 PM 12:08

BEFORE ME, a Notary Public, personally appeared **ARMANDO CODINA**, President of Codina Gables Grand, Inc., a Florida corporation (the "Affiant"), who, after first being duly sworn, under oath, deposes and states that:

1. Affiant is the duly appointed Authorized Officer of Codina Gables Grand, Inc., a Florida corporation (the "Corporation).
2. The Corporation is the General Partner of a Limited Partnership to be formed under the Florida Revised Uniform Limited Partnership Act under the name **GABLES GRAND, LTD.**
3. The capital contribution of the initial sole limited partner is \$1,000.
4. The amount anticipated to be contributed by the initial sole limited partner is \$1,000.
5. The Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant further certifies that he has read the full facts of this affidavit and understands its contents.

FURTHER AFFIANT SAYETH NAUGHT.

CODINA GABLES GRAND, INC.
a Florida corporation

By: 
Armando Codina, President

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me on FEB. 7TH, 1996, by **ARMANDO CODINA**, President of Codina Gables Grand, Inc., a Florida corporation, on behalf of the corporation, and who is personally known to me or has produced _____ as identification.

My Comm. Expires: **NOV. 6, 1997**
LOURDES REYES
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC331556
MY COMMISSION EXP. NOV. 6, 1997


NOTARY PUBLIC, STATE OF FLORIDA