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MARCIA B. CABALLERO
Provisional Notary Public
Attorney At Law

March 13, 1996
Wednesday

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***1046.25 ***1046.25

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

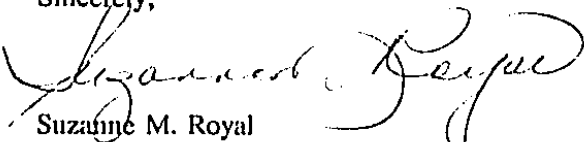
RE: MIZNER VILLAGE AT HERON BAY, LTD.

Gentlemen:

Please find enclosed Certificate of Limited Partnership of Mizner Village at Heron Bay, Ltd. for filing, together with check in the sum of \$1,846.25 to cover your filing fee, registered agent designation, Certificate of Status and Certified Copy.

Please forward the certified copy of said document to the undersigned as soon as possible.

Sincerely,



Suzanne M. Royal
Secretary for MARCIA B. CABALLERO, ESQ.

Enclosures

FILED
95 MAR 29 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CM
FILING 1,750.00
R. AGENT 35.00
C. COPY 50.50 + 8.75 ^{cs}
TOTAL 1,846.25
N. BANK _____
BALANCE DUE _____
REFUND _____



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 21, 1996

SUZANNE M. ROYAL
MARCIA B. CABALLERO, ESQ.
2450 S.W. 137TH AVENUE, SUITE 221
MIAMI, FL 33175

SUBJECT: MIZNER VILLAGE AT HERON BAY, LTD.
Ref. Number: W9600006048

FILED
05 MAR 29 PM 3:42
TALLAHASSEE, FLORIDA

We have received your document for MIZNER VILLAGE AT HERON BAY, LTD. and your check(s) totaling \$1846.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

You have Rafael Rosado listed in #5 of the certificate as the general partner and his signature is stating that he is the president of Century Investors & Developers, Inc., which is the general partner. Please make correction so that the general partner listed in section #5 and the general partner signing is the same. Also on the affidavit if Century Investors & Developers is not the general partner, please do not list it as the general partner.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 396A00012821

CERTIFICATE OF LIMITED PARTNERSHIP OF
MIZNER VILLAGE AT HERON BAY, LTD.

The undersigned general partners desiring to form a limited partnership pursuant to the Florida Revised Limited Partnership Law as set forth in Section 620.108 of the Florida Statutes hereby state the following:

1. The name of the Limited Partnership is MIZNER VILLAGE AT HERON BAY, LTD.
2. The business address of the Limited Partnership is 2450 S.W. 137th Avenue, Suite 234, Miami, Florida.
3. The name of the Registered Agent for Service of Process on the Limited Partnership is MARCIA CABALLERO, ESQ.
4. The address of the Registered Agent is 2450 S.W. 137th Avenue, Suite 221, Miami, Florida.
5. The name and business address of the general partner is as follows:
K79430 CENTURY INVESTORS & DEVELOPERS, INC. 2450 S.W. 137th Avenue - Suite 234
Miami, Florida
6. The mailing address of the Limited Partnership is 2450 S.W. 137th Avenue, Suite 234, Miami, Florida.
7. The latest date upon which the Limited Partnership shall dissolve is February 26, 1998.

IN WITNESS WHEREOF, this certificate of Limited Partnership has been executed by all the general partners of CENTURY INVESTORS & DEVELOPERS, INC., a Florida corporation this 27th day of February, 1996.

CENTURY INVESTORS & DEVELOPERS, INC.
a Florida corporation
(General Partners)

By

For RAFAEL ROSADO, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for MIZNER VILLAGE AT HERON WAY,
LTD., a Florida Limited Partnership (the "Partnership") in the foregoing Certificate
of Limited Partnership, I, on behalf of the Limited Partnership, hereby agree to accept service
of process for the Limited Partnership and to comply with any and all statutes relative to the
complete and proper performance of the duties of Registered Agent, including Fla., Stat.
§620.192.

REGISTERED AGENT



Signature

FILED
56 MAR 29 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FILED
SERIAL 29 PM 3:45
JAN 29 1997
CLERK OF COURT
JACKSONVILLE, FLORIDA

The undersigned constituting all of the general partners of MIZNER VILLAGE AT HERON BAY, LTD. a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 445,200.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 445,200.00.

FURTHER AFFIANT SAYETH NOT:

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

CENTURY INVESTORS & DEVELOPERS,
INC., a Florida corporation
(GENERAL PARTNER)

By [Signature]
For RAFAEL ROSADO, President

SWORN TO and SUBSCRIBED before me this 27th day of FEB,
19 96 by Freddie Abbo for Rafael Rosado

Wayne W. Branton
Notary Public, State of Florida at Large

My Commission Expires:

