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ACCOUNT NO. : 0721000000032  
REFERENCE : 905005 80420A  
AUTHORIZATION :  
COST LIMIT : \$PREPAID

FILED  
56 APR -2 AM 10:20  
TALLAHASSEE, FLORIDA

ORDER DATE : April 2, 1996

ORDER TIME : 3:08 PM

ORDER NO. : 905005

CUSTOMER NO: 80420A

CUSTOMER: Donald S. Rosenberg, esq  
ROSENBERG REISHMAN & STEIN

1 S.e. Third Avenue  
Suite 2600  
Miami, FL 33131

FILING 1750.00  
R. AGENT 35.00  
(3) C. COPY 157.50 - (3) C. COPY 26.25  
TOTAL 1968.50  
N. BANK  
BALANCE DUE  
REFUND

CM

DOMESTIC FILING

NAME: EASTON-FORTIS MIAMI TWO, LTD.  
\*GENERAL PARTNER: ICP MIAMI II CORP. BEING FILED  
TODAY. (

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY- THREE COPIES  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING- THREE COPIES

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
56 APR -2 PM 4:11  
DIVISION OF CORPORATION

**CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

**EASTON-FORTIS MIAMI TWO, LTD.**

We, the Undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, do hereby execute and file with the Florida Department of State this Certificate of Limited Partnership, as follows:

1. The name of the Limited Partnership is EASTON-FORTIS MIAMI TWO LTD.
2. The address of the office of the Limited Partnership is 1890 N.W. 107th Avenue, Miami, Florida 33172. Said office is the recordkeeping office and mailing address for the Limited Partnership.
3. The Registered Agent of the Limited Partnership for service of process is Donald S. Rosenberg and the address of such Resident Agent is Suite 2600, One S.E. Third Avenue, Miami, Florida 33131.
4. The names and addresses of the two (2) General Partners of the Limited Partnership are as follows:

**General Partners:**

International Place Associates II, Ltd.  
a Florida Limited Partnership  
Attention: Mr. Edward W. Easton  
1890 N.W. 107th Avenue  
Miami, Florida 33172

ICP Miami II Corp., a Delaware corporation  
authorized to transact business in Florida  
c/o Fortis Real Estate  
One Chase Manhattan Plaza  
New York, New York 10005  
Attention: Senior Vice President  
Real Estate Equity

5. The Limited Partnership shall begin business on March 22, 1996 and shall continue until the one-hundredth (100th) anniversary of the date of filing, unless extended by action of the Limited Partnership or terminated sooner as determined by the Limited Partnership Agreement.

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95 APR -2 AM 11:20  
TALLAHASSEE, FLA

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6. The business of the Limited Partnership is to acquire, own, develop, mortgage, encumber, hypothecate, lease, sell, maintain, improve, alter, remodel, expand, manage and otherwise operate and deal with real and personal property, and to carry on any other activity that, in the opinion of the General Partners, may be necessary or appropriate in connection with or incidental to the foregoing, in addition to such other purposes related thereto as are permitted by applicable law.

This Certificate is being executed in conformance with Chapter 620 of the Florida Statutes in order that the same may be filed with the Florida Department of State to properly reflect status of the Limited Partnership as qualified to transact business in Florida.

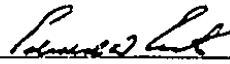
IN WITNESS WHEREOF, the Undersigned have executed this Certificate this 25<sup>th</sup> day of March, 1996.

General Partners

INTERNATIONAL PLACE ASSOCIATES  
II, LTD.

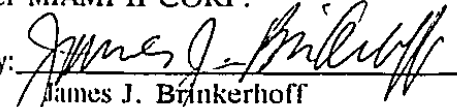
By: International Place Development II,  
Ltd., its General Partner

By: International Place Development  
II, Inc., its General Partner

By:   
Name: EDWARD W. EASTON  
Title: PRESIDENT

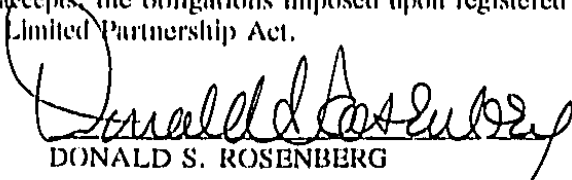
and,

ICP MIAMI II CORP.

By:   
James J. Brinkerhoff  
Vice President

ACCEPTANCE OF REGISTERED AGENT

The Undersigned named as Agent for the service of process in the Certificate of Limited Partnership of Easton-Portis Miami Two, Ltd. to which this Acceptance is attached, hereby accepts the appointment as Registered Agent of said Limited Partnership and acknowledges that he is familiar with and accepts the obligations imposed upon registered agents under the Florida Revised Uniform Limited Partnership Act.

  
DONALD S. ROSENBERG

Address:  
Suite 2600, One S.E. Third Avenue  
Miami, Florida 33131

FILED  
95 APR -2 4H10:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AFFIDAVIT**

STATE OF NEW YORK       )  
                                      )  
COUNTY OF NEW YORK    )

FILED  
95 APR -2 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

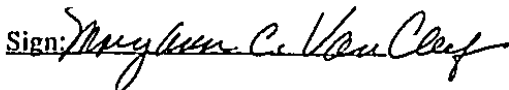
BEFORE ME, the Undersigned authority, personally appeared JAMES J. BRINKERHOFF (called "Affiant"), who being by me first respectively duly sworn, deposes and says:

1. Affiant is Vice President of ICP Miami II Corp., a Delaware corporation, a General Partner of Easton-Fortis Miami Two, Ltd., a Florida limited partnership.
2. The initial capital contribution of the Limited Partner of Easton-Fortis Miami Two, Ltd. is One Thousand and No/100 (\$1,000.00) Dollars in cash. The additional amount anticipated to be contributed by the Limited Partner is Four Million Seven Hundred Ninety Thousand (\$4,790,000) Dollars in cash, subject to the contingencies and conditions set forth in the Limited Partnership Agreement.
3. This Affidavit is made in pursuance of Section 620.108 of the Florida Statutes.

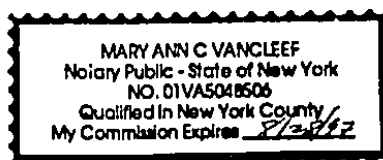
  
JAMES J. BRINKERHOFF

Sworn to and subscribed before me this 22<sup>nd</sup> day of March, 1996, by JAMES J. BRINKERHOFF, who is personally known to me.

NOTARY PUBLIC:

Sign: 

Print: \_\_\_\_\_



STATE OF NEW YORK AT LARGE (SEAL)

My Commission Expires:

AFFIDAVIT

STATE OF FLORIDA     )  
                              )  
COUNTY OF DADE     )

FILED  
MAR-2 1996  
CLERK OF DISTRICT COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE SEVENTH JUDICIAL CIRCUIT  
DADE COUNTY, FLORIDA

BEFORE ME, the Undersigned authority, personally appeared EDWARD W. EASTON (called "Affiant"), who being by me first respectively duly sworn, deposes and says:

1. Affiant is President of International Place Development II, Inc., a Florida corporation, the General Partner of International Place Development II, Ltd., a Florida limited partnership, which latter entity is the General Partner of International Place Associates II, Ltd., a Florida limited partnership.

2. Said International Place Associates II, Ltd. is a General Partner of Easton-Fortis Miami Two, Ltd., a Florida limited partnership.

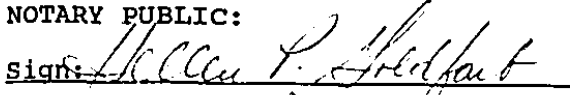
3. The initial capital contribution of the Limited Partner of Easton-Fortis Miami Two, Ltd. is One Thousand and No/100 (\$1,000.00) Dollars in cash. The additional amount anticipated to be contributed by the Limited Partner is Four Million Seven Hundred Ninety Thousand and No/100 (\$4,790,000.00) Dollars in cash, subject to the contingencies and conditions set forth in the Limited Partnership Agreement.

4. This Affidavit is made in pursuance of Section 620.108 of the Florida Statutes.

  
EDWARD W. EASTON (SEAL)

Sworn to and subscribed before me this 29th day of March, 1996, by EDWARD W. EASTON, who is personally known to me.

NOTARY PUBLIC:

Sign:   
Print: Hellen P. Goldfarb

STATE OF FLORIDA AT LARGE (SEAL)

My Commission Expires:

