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Chapter Number Only

4-30-96 CAROLINE

22VUCKEN

Hall & Hedrick
25 SE 2 AVE #1105
MIAMI, FL 33131
City State ZIP Phone

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CORPORATION(S) NAME

GUS LTD.

HALL

CARLIN
22VUCKEN

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CASPT

379-0755

1,000,000.00

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| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up | <input type="checkbox"/> After 4:30 |
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R. AGENT FEE 17.50.00
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N. F. K. 1,877.50
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EMPIRE Toll Free: 1-800-432-3028

**CERTIFICATE OF GUS LTD., A FLORIDA
LIMITED PARTNERSHIP**

We, the undersigned, desiring to form a partnership, pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Section 620.101 et seq. of the Florida Statutes, certify:

1. The name of the firm under which the partnership is to be conducted is GUS LTD., a Florida limited partnership.
2. The character of the business intended to be transacted by the partnership is for the purpose of entering into a real estate transaction for the purchase of a property.
3. The location of the principal place of business is to be at Ingraham Building, 25 S.E. Second Avenue, Suite 700, in the City of Miami, Florida. Place of residence of each general partner interested in the partnership is as follows:

996000027440
CAMDEN HEIGHTS, INC., General Partner, Suite 700,
Ingraham Building, 25 S.E. Second Avenue, Miami, FL 33131.

4. The name and place of residence of each limited partner interested in the partnership is as follows:

Name	Place of Residence
ROBERT M. GUSMAN	354 Glen Ridge Road, Key Biscayne FL 33155
BRUCE GUSMAN	6145 S.W. 92nd Street, Miami, FL 33142
JACKIE GUSMAN THAYER	7490 S.W. 112 Street, Miami, FL 33156

5. The limited partnership shall exist for 30 years.
6. The amount of cash to be contributed by each limited partner is as follows:

Bruce Gusman shall contribute \$116,666.66
Robert M. Gusman shall contribute \$116,666.67
Jackie Gusman Thayer shall contribute \$116,666.67

7. The limited partners may make such additional contributions to the capital of the partnership from time to time as agreed upon by the general partner and the limited partners.

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U.S. DEPARTMENT OF JUSTICE

8. The contribution of each limited partner is to be made when this certificate is executed by all parties.

9. The share of the profits or any other compensation by way of income which each limited partner shall receive by reason of his or her contribution is as follows:

Bruce Gusman shall receive 33.3333% of the profits of the partnership;
Robert M. Gusman shall receive 33.3333% of the profits of the partnership,
and Jackie Gusman Thayer shall receive 33.3334% of the profits of the partnership.

10. No limited partner may, without the written consent of all other partners, substitute a partner in his or her stead.

11. The name and business address of the General Partner interested in the partnership is Camden Heights, Inc., a Florida corporation, Suite 700, 25 S.E. Second Avenue, Miami, Florida 33131.

12. The address of the office of the limited partnership is Suite 700, 25 Southeast Second Avenue, Miami, FL 33131. The agent for service of process is Bruce Gusman, whose address is Suite 700, Ingraham Building, 25 Southeast Second Avenue, Miami, FL 33131. (This is also the partnership's mailing address.)

13. The latest date upon which the limited partnership is to be dissolved is on the dissolution of the partnership by law or following 30 days written notice by the general partner to the limited partners.

In witness, the undersigned have executed this certificate this 30 day of April, 1996.

CAMDEN HEIGHTS, INC., a Florida
corporation, as General Partner

By: Bruce Gusman
Bruce Gusman, President

Bruce Gusman
Bruce Gusman, Limited Partner

Robert M. Gusman
Robert M. Gusman, Limited Partner

Jackie Gusman Thayer
Jackie Gusman Thayer, Limited Partner

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting all of the general partner of GUS Ltd., a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is as follows:

Robert M. Gusman	\$116,666.66
Bruce Gusman	\$116,666.67
Jackie Gusman Thayer	\$116,666.67
	\$350,000.00

The total amount contributed by the limited partners at this time totals \$ 350,000.00. This is exclusive of the purchase money mortgage on the Camden Heights apartment but inclusive of the \$350,000.00 second mortgage in favor of Gilbert A. Haddad, Trustee.

The total amount ever anticipated to be contributed by the limited partners is
FURTHER AFFIANT SAYETH NOT. \$1,000,000.00.

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.

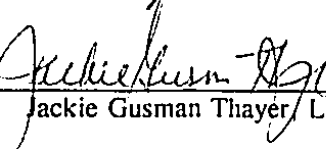
GENERAL PARTNER:

CAMDEN HEIGHTS, INC., a Florida
partnership

By: 
Bruce Gusman, President

By: 
Bruce Gusman, Limited Partner

By: 
Robert M. Gusman, Limited Partner

By: 
Jackie Gusman Thayer, Limited Partner

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.325 of the Florida General Corporation Act, the following is submitted:

GUS Ltd., with its principal place of business at Suite 700, Ingraham Building, 25 S.E. 2nd Avenue, Miami, Florida 33131 has named Bruce Gusman, located at 6145 S.W. 92nd Street, Miami, FL 33149, as its agent to accept service of process within Florida.

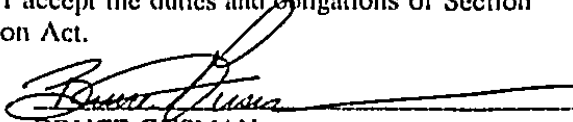
Dated April 30, 1996

CAMDEN HEIGHTS, INC., a Florida
corporation, as General Partner of
GUS Ltd., a Florida limited partnership


BRUCE GUSMAN

Title: President

Having been named to accept service of process for the above-stated Florida limited partnership, at the place designated in this certificate, I hereby agree to 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, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.


BRUCE GUSMAN

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