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STEPHEN M. KNAPP
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April 15, 1996

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SECRETARY OF STATE
DIVISION OF CORPORATION
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

RE: CERTIFICATE OF LIMITED PARTNERSHIP OF SILVER PALM
PLACE, LTD.; AFFIDAVIT OF CAPITAL CONTRIBUTIONS OF
SILVER PALM PLACE, LTD.; AND ORIGINAL APPOINTMENT OF
REGISTERED AGENT OF STEPHEN M. KNAPP

Dear Gentlemen:

Enclosed, please find the Certificate of Limited Partnership and
Affidavit of Capital Contributions to be filed with the
Department of State for SILVER PALM PLACE, LTD., and also the
Appointment of Registered Agent regarding the above Limited
Partnership.

Also enclosed is a check in the amount of \$297.50 for the costs
of filing same.

Thank you for your time and effort in this matter.

Sincerely,

Stephen M. Knapp
Stephen M. Knapp, Esquire

Name	Stephen M. Knapp, Esquire
Document	SMK/wfa
Examiner	Enclosure: As stated above
	xc: client
Recorder	DCC
Updater	
Verifier	DCC
Acknowledgement	partnership
W. P. Verifier	DCC

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TC
\$37.500.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

April 23, 1996

STEPHEN M. KNAPP, ESQUIRE
P.O. BOX 6422
LAKELAND, FL 33807-6422

SUBJECT: SILVER PALM PLACE, LTD.
Ref. Number: W96000008646

We have received your document for SILVER PALM PLACE, LTD. and your check(s) totaling \$297.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 620.108, Florida Statutes, requires that limited partnership certificates include the mailing address in addition to the principal place of business address. Please correct your document accordingly. If the mailing address and principal place of business are one and the same, please be sure this is clearly reflected in your document.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 296A00018938

CERTIFICATE OF LIMITED PARTNERSHIP
OF

SILVER PALM PLACE, LTD.

i.

The name of this Limited Partnership is: SILVER PALM PLACE,
LTD.

ii.

The street address of the initial principal office of the
Limited Partnership in the State of Florida is, 1825 PONCE de
LEON, SUITE 334, CORAL GABLES, FLORIDA 33134. The mailing
address of the Limited Partnership is, 1825 PONCE de LEON, SUITE
334, CORAL GABLES, FLORIDA 33134.

iii.

The name of the registered agent of the Limited Partnership
and the address of the registered agent shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
STEPHEN M. KNAPP	5417 S. FLORIDA AVENUE LAKELAND, FLORIDA 33813

iv.

The duration of this Limited Partnership is to begin on the
date this Certificate of Limited Partnership is filed by the
Florida Department of State and to continue thereafter.

v.

The name(s) of the general partner(s) and address(es) shall
be as follows:

TRAUTE BAUR	1825 PONCE de LEON, SUITE 334 CORAL GABLES, FLORIDA 33134
CARLETON FOX	12062 S.W. 117 COURT, SUITE 101 MIAMI, FLORIDA 33186
THOMAS C. CURRY	8770 S.W. 72 STREET, SUITE 176 MIAMI, FLORIDA 33173

Under 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.

Signed this 9th day of April, 1996.

Signature of all general partners:

Traute Baur
TRAUTE BAUR
General Partner

Carleton Fox
CARLETON FOX
General Partner

Thomas C. Curry
THOMAS C. CURRY
General Partner

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT

OF

SILVER PALM PLACE, LTD.


Pursuant to the provisions of Section 620.105, Florida Statutes, the undersigned Limited Partnership submits the following statement in designating the registered office/registered agent, in the State of Florida:

(1) The name of the Limited Partnership is SILVER PALM PLACE, LTD.

(2) The name and address of the registered agent and office is: STEPHEN M. KNAPP, 5417 S. FLORIDA AVENUE, LAKE LAND, FLORIDA 33813.

Having been named as registered agent and to accept service of process for the above-named Limited Partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: April 9, 1996


STEPHEN M. KNAPP
Registered Agent

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

OF

SILVER PALM PLACE, LTD.

The undersigned constituting all of the general partners of SILVER PALM PLACE, LTD, a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is Thirty Seven Thousand Five Hundred Dollars (\$37,500).

The total amount contributed and anticipated to be contributed by the limited partners at this time totals Thirty Seven Thousand Five Hundred Dollars (\$37,500).

Signed this 9 day of April, 1996.

FURTHER AFFIANT SAYETH NOT.

Under 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.

Traute Baur
TRAUTE BAUR
General Partner

Carleton Fox
CARLETON FOX
General Partner

Thomas C. Curry
THOMAS C. CURRY
General Partner

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