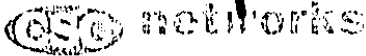


1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607

800-342-8086

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ACCOUNT NO. : 072100000032

REFERENCE : 956327 4321942

AUTHORIZATION :

COST LIMIT : \$ PREPAID

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\*\*\*\*[40,00] \*\*\*\*[40,00]

ORDER DATE : May 16, 1996

ORDER TIME : 11:15 AM

FILE SECOND!!!!

ORDER NO. : 956327

FILE SECOND!!!!

CUSTOMER NO: 4321942

CUSTOMER: Ms. Ingrid Pizzeck  
COHEN BERKE BERNSTEIN BRODIE  
KONDELL & LASZLO, P.A.  
19th Floor  
2601 South Bayshore Drive  
Miami, FL 33133

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DOMESTIC FILING

NAME: LEF/PALM-AIRE, LTR. AGENT FEE

G. TAX \_\_\_\_\_  
FILING \_\_\_\_\_ 52.50  
L. COPY \_\_\_\_\_ 35.00  
TOTAL \_\_\_\_\_ 52.50  
140.00

EFFECTIVE DATE:

V. BANK \_\_\_\_\_  
BALANCE DUE \_\_\_\_\_

\_\_\_\_ ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

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DIVISION OF CORPORATION

5/16/96  
5/16/96

**CERTIFICATE OF LIMITED PARTNERSHIP OF  
LEF/PALM-AIRE, LTD.,  
a Florida limited partnership**

The undersigned, as the sole general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620 of the Florida Statutes, hereby states the following:

**ARTICLE I.  
Name of the Limited Partnership**

The name of the Limited Partnership is as follows:

**LEF/PALM-AIRE, LTD.**

**ARTICLE II.  
Address of the Limited Partnership**

The address of the office of the Limited Partnership is as follows:

848 Brickell Avenue, Suite 1120  
Miami, Florida 33131

**ARTICLE III.  
Registered Agent and Registered Office**

The name and address of the agent for service of process on the Limited Partnership is as follows:

**DAVID A. FRIEDMAN**  
848 Brickell Avenue, Suite 1120  
Miami, Florida 33131

**ARTICLE IV.  
General Partner**

The name and business address of the sole general partner is as follows:

**LEF/PALM-AIRE, INC.**  
848 Brickell Avenue, Suite 1120  
Miami, Florida 33131

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ARTICLE V.  
Mailing Address of the Limited Partnership

The mailing address of the Limited Partnership is as follows:

One Greenway Plaza, Suite 850  
Houston, Texas 77046-0102

ARTICLE VI.  
Term of the Limited Partnership

The term for which the Limited Partnership is to exist is until December 31, 2035, unless sooner dissolved by written consent.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the sole general partner of LEF/PALM-AIRE, LTD. as of the 16th day of May, 1996.

General Partner:

LEF/PALM-AIRE, INC.

By: \_\_\_\_\_

David A. Friedman, Vice President

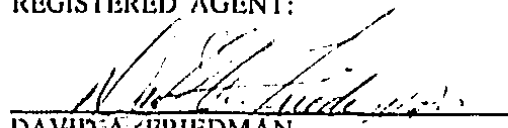
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CLERK OF THE  
COUNTY OF  
HARRIS

## ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for LEF/PALM-AIRE, LTD., a Florida limited partnership (the "Limited Partnership") in the foregoing Certificate of Limited Partnership, the undersigned, 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.

Dated as of May 16, 1996

REGISTERED AGENT:

  
DAVID A. FRIEDMAN

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DIVISION OF CORPORATIONS  
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## AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF DADE       )

The undersigned, **DAVID A. FRIEDMAN**, Vice President of LEF/PALM-AIRE, INC., being first duly sworn, certifies as follows:

1. The undersigned is the sole general partner of LEF/Palm-Aire, Ltd., a Florida limited partnership, hereinafter referred to as the "Limited Partnership."
2. The amount of capital contribution anticipated to be contributed by the initial limited partners is \$990.00.

### **FURTHER AFFIANT SAYETH NOT.**

Under penalties of perjury the undersigned declares that he has read the foregoing and the facts alleged are true, to the best of his knowledge and belief.

General Partner

LEF/PALM-AIRE, INC.

By: *David A. Friedman*  
David A. Friedman, Vice President

SWORN TO AND SUBSCRIBED before me as of the 16th day of May, 1996, by David A. Friedman, Vice President of LEF/Palm-Aire, Inc., as the General Partner for LEF/PALM-AIRE, LTD., a Florida limited partnership, who is personally known to me or who has produced \_\_\_\_\_ as identification.



KELLY A. PARTHENAIS  
My Commission CC377779  
Expires Jun. 02, 1998  
Bonded by HAI  
800-422-1555

NOTARY PUBLIC:

Sign: *Kelly A. Parthenais*

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

State of Florida  
My Commission Expires:

1/04/97 1 CORPORATE DETAIL RECORD SCREEN 11:21 AM  
 NUM: A960000009 ST: FL ACTIVE/FL LP FLD: 05/16/1996  
 ACT CONT: 99  
 NAME : LEE/DAVID M. LEE, LTD.  
 PRINCIPAL: 848 BRICKEL AVENUE, SUITE 1120  
 ADDRESS MIAMI, FL 33131  
 MAILING ONE GREENWAY PLAZA, SUITE 850  
 ADDRESS HOUSTON, TX 77046-0102  
 RA NAME : FRIEDMAN, DAVID A  
 RA ADDR : 848 BRICKEL AVENUE, SUITE 1120  
 MIAMI, FL 33131 US  
 ANN REP : \* NONE FILED \*

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 \*\*\*1408.89 \*\*\*858.74

1. MENU, 3. PARTNERS

ENTER SELECTION AND CR:

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 DIVISION OF CORPORATIONS  
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Updater	DE
Verifier	DE
Acknowledgement	DE
Verify	DE

ff \$858.74



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A  
FLORIDA LIMITED PARTNERSHIP

The undersigned general partners of LEF/Palm-Aire, Ltd.  
\_\_\_\_\_, a  
Florida Limited Partnership, executed this supplemental affidavit filed pursuant to section 620 112,  
Florida Statutes.

The total amount of the capital contributions of the limited partners is: \$ 123,688.00.

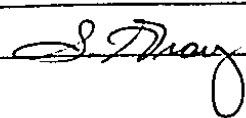
This 27th day of January, 19 97.

*FURTHER AFFIANT SAYETH NOT.*

*Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to  
the best of my knowledge and belief.*

General Partner(s)

LEF/Palm-Aire, Inc., Sandra Gray, Corporate Secretary



FEES:

\$7 per \$1,000 based on the additional contributions  
(Minimum \$52.50 - Maximum \$1,750.00)

INHSE20(3-95)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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