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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS FROM: EDWARDS & ANGELL
DEPARTMENT OF STATE 250 ROYAL PALM WAY
STATE OF FLORIDA PO BOX 3403
409 EAST GAINES STREET PALM BEACH FL 33480- 610
TALLAHASSEE, FL 32399 CONTACT: REBECCA F BLACK
FAX: (904) 922-4000 PHONE: (407) 833-7700
FAX: (407) 655-8719
(((H96000006886))) DOCUMENT TYPE: FLORIDA LIMITED
PARTNERSHIP

NAME: OAKS MALL LIMITED
FAX AUDIT NUMBER: H96000006886 CURRENT STATUS: REQUESTED
DATE REQUESTED: 05/15/1996 TIME REQUESTED: 13:24:18
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 1
NUMBER OF PAGES: 7 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$140.75 ACCOUNT NUMBER:
075410001517

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DIVISION OF CORPORATIONS
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TO 19049224000

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Fax Audit #H96000006886

05/17/95 12:03 PM
FAX # 19049224000
P003

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
OAKS MALL LIMITED**

The undersigned general partners of the Oaks Mall Limited, a Florida limited partnership (the "Partnership"), desiring to adopt this Certificate of Limited Partnership of the Partnership (the "Certificate"), pursuant to provisions of the Florida Revised Uniform Limited Partnership Act, hereby state:

1. The name of the Partnership is **Oaks Mall Limited**.
2. The Partnership's business and purpose shall consist solely of the acquisition, ownership, operation and management of a commercial real estate project known as the Oaks Mall Plaza, located in Alachua County, Florida (the "Property") and such activities as are necessary, incidental or appropriate in connection therewith:
3. The mailing address and business address of the office of the Partnership is 829 Donald Ross Road, Juno Beach, Florida 33408.
4. The name and address of the office of the agent for service of process on the Partnership is Gregory E. Young, Edwards & Angell, 250 Royal Palm Way, Suite 300, Palm Beach, Florida 33480.
5. The name and current business address and mailing address of the office of the general partner of the Partnership are **OMP Property Investments, Inc., 829 Donald Ross Road, Juno Beach, Florida 33408.** *P95000041345*
6. The latest date upon which the Partnership shall dissolve is January 1, 2025, except as otherwise set forth in Section 7, herein.
7. Without the consent of all Partners, the General Partner shall have no authority to:
 - (i) do any act in contravention with this Certificate;
 - (ii) do any act which would make it impossible to carry on the ordinary business of the Partnership, except as otherwise provided in this Certificate;
 - (iii) possess the Property, or assign rights in the Property, for other than a Partnership purpose;
 - (iv) knowingly perform any act that would subject any Limited Partner to liability as a general partner in any jurisdiction;

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Gregory E. Young

Florida Bar #876800

Edwards & Angell, 250 Royal Palm Way, Suite 300, PALM BEACH, FL 33480
(407) 833-7700

(v) borrow money on behalf of the Partnership other than in the ordinary course of business, or grant consensual liens on the Partnership's property; except, however, that the General Partner is hereby authorized to secure financing for the Partnership pursuant to the terms of the Loan Agreement dated May 2, 1996 and accepted May 8, 1996, between the Partnership and Column Financial, Inc. (the "Loan Agreement") and other indebtedness expressly permitted herein or in the documents related to the Loan Agreement, and to grant a mortgage, lien or liens on the Partnership's Property to secure such Loan Agreement;

(vi) dissolve or liquidate the Partnership;

(vii) sell or lease, or otherwise dispose of all or substantially all of the assets of the Partnership;

(viii) file a voluntary petition or otherwise initiate proceedings to have the Partnership adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against the Partnership, or file a petition seeking or consenting to reorganization or relief of the Partnership as debtor under any applicable federal or state law relating to bankruptcy, insolvency, or other relief for debtors with respect to the Partnership; or seek or consent to the appointment of any trustee, receiver, conservator, assignee, sequestrator, custodian, liquidator (or other similar official) of the Partnership or of all or any substantial part of the properties and assets of the Partnership, or make any general assignment for the benefit of creditors of the Partnership, or admit in writing the inability of the Partnership to pay its debts generally as they become due or declare or effect a moratorium on the Partnership debt or take any action in furtherance of any action;

(ix) amend, modify or alter this Certificate;

(x) merge or consolidate with any other entity.

Notwithstanding the foregoing and so long as any obligations secured by the Mortgage remain outstanding and not discharged in full, the General Partner shall have no authority to take any action in items (v) through (x) above unless such action has been approved by a unanimous vote of the General Partner's Board of Directors as defined in the General Partner's Articles of Incorporation

So long as any obligation secured by the Loan Agreement remains outstanding and not discharged in full, the Partnership shall have a corporate general partner having articles of incorporation containing the restrictions and terms as set forth in Articles Second of the Articles of Amendment to Articles of Incorporation of the General Partner as of May 14, 1996, and the Partnership shall have no other general partners.

8. All property owned by the Partnership shall be owned by the Partnership as an entity and, insofar as permitted by applicable law, no Partner shall have any ownership interest in

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This Certificate is duly executed and is being filed in accordance with Section 620.108 of the Florida Revised Uniform Limited Partnership Act.

The execution of this certificate by the undersigned general partners constitutes an affirmation under penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate has been executed by the general partners of the Oaks Mall Limited this 14 day of May, 1996.

OMP Property Investments, Inc.



Hatim Hashwani, President

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MAY 17 1996

AFFIDAVIT OF CAPITAL CONTRIBUTION

The undersigned, general partner of the **Oaks Mall Limited**, a Florida Limited Partnership, certifies:


- 1) The amount of capital contributions to date of the limited partners is \$7,500.
- 2) The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$7,500.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury we declare that we have read the foregoing and know the contents thereof and that the facts alleged are true to the best of our knowledge and belief.

Dated: May 14th, 1996

OMP Property Investments, Inc.



Hatim Hashwani, President

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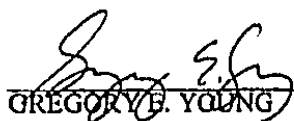
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

The following is submitted in accordance with the requirements of Chapter 620.192, Florida Statutes: **Oaks Mall Limited** has named **Gregory E. Young, c/o Edwards & Angell**, 250 Royal Palm Way, Suite 300, Palm Beach, Florida 33480, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated limited partnership at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 620.192, F.S., relative to keeping open said office.

Dated this 14th day of May, 1996.


GREGORY E. YOUNG

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MAY-22-00 07:40 FROM: EDWARDS AND ANGELL

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PAGE 1/13

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET

FROM: EDWARDS & ANGELL
250 ROYAL PALM WAY
PO BOX 3403
PALM BEACH FL 33480-

0000

TALLAHASSEE, FL 32399

CONTACT: REBECCA F BLACK

FAX: (904) 922-4000

PHONE: (407) 833-7700

FAX: (407) 655-8719

((H96000007189)))

DOCUMENT TYPE: VOLUNTARY CANCELLATION OF
LP

NAME: OAKS MALL LIMITED

FAX AUDIT NUMBER: H96000007189

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/21/1996

TIME REQUESTED: 16:05:57

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CERTIFICATE OF CANCELLATION
for
OAKS MALL LIMITED
(the "Partnership")

Pursuant to the provisions of Section 620.113, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on May 14, 1996, hereby submits this Certificate of Cancellation.

FIRST: Reason for cancellation: The dissolution and completion of the winding up of the Partnership.

SECOND: This Certificate of Cancellation shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signatures of all general partners:

OPM Property Investments, Inc.

By: 

Hatim Hashwani, President

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95 MAY 22 AM 10:05

Gregory E. Young, Esq.
Edwards & Angell
250 Royal Palm Way
Palm Beach, FL 33480
Fl. Bar # 0876800

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