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May 20, 1996

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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Re: DIM-WATERWAYS LIMITED PARTNERSHIP

Dear Sir/Madam:

Enclosed please find original and copy of Certificate of Limited Partnership for the above referenced limited partnership together with check in the amount of \$1,837.50 representing filing fee (\$1,750.00), certified copy fee (\$52.50) and registered agent designation fee (\$35.00). Please file said Certificate of Limited Partnership and return to us a certified copy of the same as soon as possible.

Sincerely,

Gerald J. Biondo
Gerald J. Biondo

GJB:afd

G:\DANE\WATERWAY\SEC-LP.LTR

Enclosures

Name	
Availability	KWM
Document	
W. P. Verlyer	KWM

5-29

CERTIFICATE OF LIMITED PARTNERSHIP
~~OF DIM-WATERWAYS LIMITED PARTNERSHIP~~

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The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, certify as follows:

1. The name of the Partnership is DIM-WATERWAYS LIMITED PARTNERSHIP.

2. The purpose of the Partnership is to acquire and manage real and personal property.

3. The principal place of business and mailing address of the Partnership is 1650 S.E. 17th Street, Suite 310, Ft. Lauderdale, Florida 33316-1735.

4. The name and principal place of business of the General Partner is as follows:

General Partner: DIM-WATERWAYS, INC. - P96000041531
c/o Dane Real Estate, Inc.
1650 S.E. 17th Street
Suite 310
Ft. Lauderdale, Florida 33316-1735

5. The term for which the Partnership is to exist is from the date the Certificate of Limited Partnership is issued from the Secretary of State, through December 31, 2016, unless sooner terminated.

6. The amount of property initially contributed by the Limited Partnership is \$5,880,000.00.

7. The Limited Partners are not required to contribute any additional capital to the Partnership.

8. The name and address of the Registered Agent for service of process is: Jan W. Dane
1650 S.E. 17th Street
Suite 310
Ft. Lauderdale, Florida 33316-1735

IN WITNESS WHEREOF, the undersigned, being duly sworn, have certified, sworn to and agreed to the foregoing this 15 day of May, 1996.

GENERAL PARTNER

DIM-WATERWAYS, INC.

By: 

Jan W. Dane, President

STATE OF FLORIDA

COUNTY OF Dade

"The foregoing instrument was acknowledged before me this 11th day of March, 1966 by JAN W. DANE, an President, of DIM-WATERWAYS, INC., the general partner of DIM-WATERWAYS LIMITED PARTNERSHIP, on behalf of the corporation. He is personally known to me or has produced _____ as identification.



Althea Faye Dyer
 NOTARY PUBLIC, STATE OF FLORIDA
 Print name: Althea Faye Dyer
 Commission No.: 20421191

My Commission expires: 11/16/91

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CERTIFICATE OF REGISTERED AGENT
OF
DIM-WATERWAYS LIMITED PARTNERSHIP

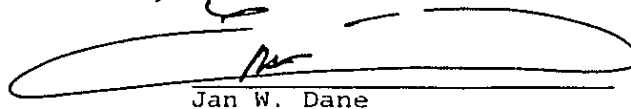
In pursuance of Chapter 620.105, Florida Statutes, the following is submitted, in compliance with said Act:

That DIM-WATERWAYS LIMITED PARTNERSHIP, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Certificate of Limited Partnership, at the City of Ft. Lauderdale, County of Broward, State of Florida, has named Jan W. Dane, located at 1650 S.W. 17th Street, Suite 310, Ft. Lauderdale, Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 15 day of May, 1996.


Jan W. Dane

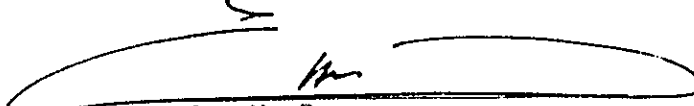
REC'D

BEFORE ME, the undersigned authority, personally appeared Jan W. Dane, who being duly sworn deposed and stated as follows:

1. That he is the President of DIM-WATERWAYS, INC., the sole general partner in the partnership known as DIM-WATERWAYS LIMITED PARTNERSHIP.

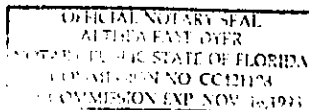
2. That the amount of capital contributions contributed by the limited partners is \$5,880,000.00, which amount is the total amount anticipated to be contributed by the limited partners.

3. Further Affiant sayeth naught.


Jan W. Dane

STATE OF FLORIDA)
COUNTY OF Dade) : ss.

The foregoing instrument was acknowledged before me this 15th day of July, 1996 by JAN W. DANE, who is personally known to me ~~or who has produced~~ as identification.



Althea Faye Dyer
NOTARY PUBLIC, STATE OF FLORIDA
Print name: Althea Faye Dyer
Commission No.: CC-21174

My Commission expires: 11/15/98