

1201 HAYS STREET
TALLAHASSEE, FL 32301-2007

800-342-8086

A96000001294



PRINCIPAL
LEGAL & FINANCIAL SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 013145 4311473

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 148.75

ORDER DATE : July 9, 1996

ORDER TIME : 10:32 AM

ORDER NO. : 013145

CUSTOMER NO: 4311473

6600018880906

CUSTOMER: Patricia Green, Esq
STEARNS WEAVER MILLER WEISSLER
ALHADEFF & SITTERSON, P.A.
Museum Tower, Suite 2200
150 West Flagler Street
Miami, FL 33130

DOMESTIC FILING

NAME: CONGRESS ASSOCIATES, LTD.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
XXX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna Kendrick

EXAMINER'S INITIALS

Name	
Availability	
Document	
Examiner	GSH
Updater	GSH
Updater	
Verifier	GSH
Acknowledgement	GSH
W. P. Verifier	GSH

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUL 11 1996

CERTIFICATE OF LIMITED PARTNERSHIP

OF

CONGRESS ASSOCIATES, LTD.

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the General Partners of CONGRESS ASSOCIATES, LTD., a Florida limited partnership (the "Partnership"), hereby execute and submit for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:

CONGRESS ASSOCIATES, LTD.

2. The office and principal place of business for the Partnership currently is:

2828 Coral Way, Penthouse Suite
Miami, Florida 33145

3. The name and address of the agent for service of process on the Partnership is:

Francisco A. Rojo
c/o Related Homestead, Inc.
2828 Coral Way, Penthouse Suite
Miami, Florida 33145

4. The name and address of the General Partners of the Partnership are:

✓ P93000082828
RELATED HOMESTEAD, INC., a Florida corporation
2828 Coral Way, Penthouse Suite
Miami, Florida 33145

✓ 748683
NEW WORLD CENTER FOUNDATION, INC., a Florida not
for-profit corporation, d/b/a DOWNTOWN MIAMI ✓
COMMUNITY DEVELOPMENT COALITION
25 S.E. 2nd Street, Suite 828
Miami, Florida 33131
G94223000028

5. The mailing address of the Partnership is:

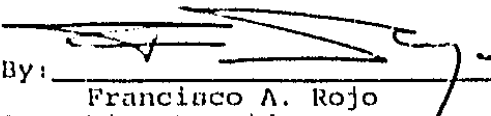
2828 Coral Way, Penthouse Suite
Miami, Florida 33145

6. The latest date upon which the Partnership shall dissolve is December 31, 2026.

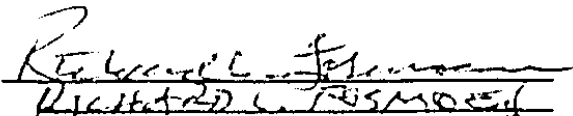
IN WITNESS WHEREOF, the undersigned have signed this Certificate of Limited Partnership as General Partners, pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: July 3, 1996

RELATED HOMESTEAD, INC., a Florida corporation, as General Partner

By: 
Francisco A. Rojo
Its: Vice President

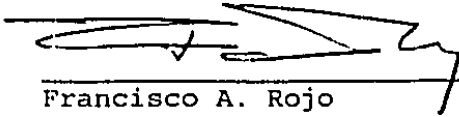
NEW WORLD CENTER FOUNDATION, INC., a Florida not-for-profit corporation d/b/a DOWNTOWN MIAMI COMMUNITY DEVELOPMENT COALITION, as General Partner

By: 
Its: EXECUTIVE DIRECTOR

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Francisco A. Rojo hereby accepts his appointment as registered agent for CONGRESS ASSOCIATES, LTD., a Florida limited partnership and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: July 3, 1996


Francisco A. Rojo

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUL 9 1996
PM 1:05

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Francisco A. Rojo as Vice President of RELATED HOMESTEAD, INC., a Florida corporation, as a General Partner of CONGRESS ASSOCIATES, LTD., a Florida limited partnership (the "Partnership"), who states as follows:

1. The aggregate capital contributions made by the Limited Partners of the Partnership to the Partnership is \$99.00.

2. It is not anticipated that the Limited Partners will make any additional contributions to the capital of the Partnership other than as set forth in Number 1, above.

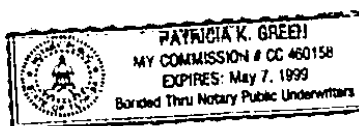
RELATED HOMESTEAD, INC., a Florida corporation, as General Partner

By: [Signature]
 FRANCISCO ROJO
Its: VICE PRESIDENT

The foregoing instrument was acknowledged before me this 30th day of July, 1996 by Francisco A. Rojo as Vice President of RELATED HOMESTEAD, INC., a Florida corporation, as a General Partner of CONGRESS ASSOCIATES, LTD., a Florida limited partnership (the "Partnership"), who is personally known to me or who has produced a driver's license as identification and who did not take an oath.

[Signature]

Print or Stamp Name:
Notary Public, State of Florida at Large
Commission No.:
My Commission Expires:



96 JUL -9 PM 1:06
SECRETARY OF STATE
DIVISION OF CIVIL RIGHTS

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Richard E. Green, an Executive Director of NEW WORLD CENTER FOUNDATION, INC., a Florida not-for-profit corporation, d/b/a DOWNTOWN MIAMI COMMUNITY DEVELOPMENT COALITION, as a General Partner of CONGRESS ASSOCIATES, LTD., a Florida limited partnership (the "Partnership"), who states as follows:

1. The aggregate capital contributions made by the Limited Partners of the Partnership to the Partnership is \$99.00.

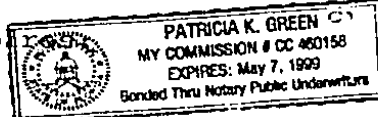
2. It is not anticipated that the Limited Partners will make any additional contributions to the capital of the Partnership other than as set forth in Number 1, above.

NEW WORLD CENTER FOUNDATION, INC., a
Florida not-for-profit corporation
d/b/a DOWNTOWN MIAMI COMMUNITY
DEVELOPMENT COALITION, as General
Partner

By: Richard E. Green
Its: Executive Director

The foregoing instrument was acknowledged before me this 5th day of July, 1996 by Richard E. Green, as Executive Director of NEW WORLD CENTER FOUNDATION, INC., a Florida not-for-profit corporation, d/b/a DOWNTOWN MIAMI COMMUNITY DEVELOPMENT COALITION, as a General Partner of CONGRESS ASSOCIATES, LTD., a Florida limited partnership (the "Partnership"), who is personally known to me or who has produced a driver's license as identification and who did not take an oath.

Print or Stamp Name:
Notary Public, State of Florida at Large
Commission No.:
My Commission Expires





A96000001294

REFERENCE : 487291 4311473

AUTHORIZATION :

COST LIMIT : \$ 105.00

ORDER TIME : 9:39 AM

ORDER NO. : 487291-005

CUSTOMER NO: 4311473

CUSTOMER: Chava Genet, Esq
Stearns Weaver Miller Weissler
Museum Tower, Suite 2200
150 West Flagler Street
Miami, FL 33130

DOMESTIC AMENDMENT FILING

NAME: CONGRESS ASSOCIATES, LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
 _____ PLAIN STAMPED COPY
 _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

97 AUG -6 PM 1:01

RECEIVED
97 AUG -6 AM 10:45
DIVISION OF CORPORATION

8/6/97

Bh —

CERTIFICATE OF AMENDMENT
TO CERTIFICATE OF LIMITED PARTNERSHIP OF
CONGRESS ASSOCIATES, LTD.

Pursuant to Section 620.109 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the General Partners of CONGRESS ASSOCIATES, LTD., a Florida limited partnership (the "Partnership"), do hereby execute and submit for filing with the Department of State, State of Florida this Certificate of Amendment to Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:
CONGRESS ASSOCIATES, LTD.
2. The date of filing of the original Certificate of Limited Partnership was July 9, 1996.
3. The original Certificate of Limited Partnership is amended as follows:

Related Homestead, Inc., a Florida corporation, is hereby removed as a General Partner of the Partnership, and the following Florida corporation is admitted as a General Partner in its stead:

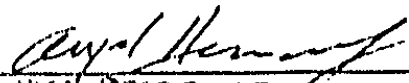
TRG CONGRESS, INC. 89700028373
2828 Coral Way, Penthouse Suite
Miami, Florida 33145

IN WITNESS WHEREOF, the undersigned have signed this Certificate of Amendment to Certificate of Limited Partnership as General Partners of the Partnership pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

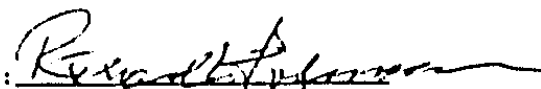
[ACKNOWLEDGEMENT APPEARS ON NEXT PAGE]

DATED: July 17, 1997

TRQ CONGRESS, INC., a Florida
corporation, as General Partner

By: 
VICE PRESIDENT

NEW WORLD CENTER FOUNDATION,
INC., a Florida corporation
not-for-profit, d/b/a DOWNTOWN
MIAMI COMMUNITY DEVELOPMENT
COALITION, as General Partner

By: 

Richard Fosmoen, Executive
Director

11\W-COA\30364\174\CTRYCLUB.AMD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG -6 PM 1:01