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1201 HAYS STREET

WALLAHAMSETT, MA 01901-1107

01901-1107

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800-342-8086



PRINCIPAL OFFICE

FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 039975 4340059

AUTHORIZATION :

Patricia Project

COST LIMIT : \$ ~~148,750~~

ORDER DATE : August 1, 1996

796.25

ORDER TIME : 12:02 PM

ORDER NO. : 039975

000001910610

CUSTOMER NO: 4340059

CUSTOMER: Toni Clark, Legal Assistant
KELLEY DRYE & WARREN, LLP

201 South Biscayne Blvd.
Suite 2400
Miami, FL 33131-2399

DOMESTIC FILING

NAME: LEWINVEST ASSOCIATES, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
XXX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint D. Fuhrman

EXAMINER'S INITIALS:

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

LEWINVEST ASSOCIATES, LTD.

The undersigned, for the purpose of forming a limited partnership under the Revised Florida Uniform Limited Partnership Act, F.S. Chapter 620, hereby make, acknowledge, and file the following Certificate of Limited Partnership.

I.

NAME

The name of the limited partnership shall be LEWINVEST ASSOCIATES, LTD. (the "Partnership"). The mailing address and the business address of the principal office of the Partnership in Florida shall be 1401 Brickell Avenue, Miami, Florida 33131.

II

DURATION

The Partnership shall commence its existence on the date these Certificate of Limited Partnership is filed with the Florida Department of State. The latest date upon which the Partnership is to be dissolved is December 31, 2030.

III

PURPOSES AND POWERS

The general purposes for which the Partnership is organized are to engage in the real estate business and to transact any lawful business for which a limited partnership may be organized under the laws of the State of Florida. The Partnership shall have all the powers granted to a limited partnership under the laws of the State of Florida.

IV

REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Partnership in the State of Florida is Eliot C. Abbott, Kelley Drye & Warren LLP, Suite 2400, 201 South Biscayne Blvd., Miami, Florida 33131.

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NAME AND ADDRESS OF GENERAL PARTNER

The name and address of the general partner of the Partnership is:

NAME

ADDRESS

Lewinvest, Inc.

1401 Brickell Avenue, Suite 630
Miami, Florida 33131

P94000014855

IN WITNESS WHEREOF, the undersigned, as the duly authorized representative of the corporate general partner has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct.

Signed this 30th day of July, 1996.

LEWINVEST, INC.

By: 
Nathan Lewin, President

95 HHS-1
SECRETARY OF STATE
FIELD STAFF
11-3-06

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Certificate of Limited Partnership of LEWINVEST ASSOCIATES, LTD., as the registered agent of said limited partnership, hereby consents to the appointment of the undersigned as registered agent of the Partnership. The undersigned is familiar with, and accepts, the obligations of a registered agent for a limited partnership under Florida law.


Eliot C. Abbott
Registered Agent

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
LEWINVEST ASSOCIATES, LTD.**

The undersigned, constituting the sole general partner of the Partnership, certifies that:

The amount of capital contribution to date of the limited partners is: 2.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 100.00.

Signed this 30th day of July, 1996.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned declares that he has read the foregoing and knows the contents thereof and that the facts stated therein are true and correct.

General Partner,

LEWINVEST, INC.

By: [Signature]
Nathan Lewin, President

CITY OF MUNICH)

COUNTRY OF GERMANY)

) SS

FEDERAL REPUBLIC OF GERMANY
LAND BAVARIA
CITY OF MUNICH
CONSULATE GENERAL OF THE
UNITED STATES OF AMERICA

) SS

The foregoing instrument was acknowledged before me this 30th day of July, 1996 by Nathan Lewin, as President of Lewinvest, Inc., who is known to me or has produced the following type of identification: German passport #9500888590 issued December 23, 1988 in Munich, Germany

**aka Nachum Israel LEWIN, who acknowledged himself to be president of Lewinvest Inc.

Notary Public, [Signature]

(Printed Name)

RUSSEL J. BROWN

State Where Commission issued:

Vice Consul of the

Commission No.:

United States of America

Commission Expires:

Service No. _____

Tariff Item No. 332

Fee Paid: U.S. \$ 10.00

Local CY. equiv. DM