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TO: DIVISION OF CORPORATIONS

DEPARTMENT OF STATE

STATE OF FLORIDA

409 EAST GAINES STREET

TALLAHASSEE, FL 32399

FAX: (904) 922-4000

FLORIDA DIVISION OF CORPORATIONS

1492 W FLAGLER ST

MIAMI FL 33135-

SUITE 200

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA LIMITED PARTNERSHIP

NAME: 51 N.E. 24TH ST. LIMITED PARTNERSHIP

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ARTHUR NEWMAN
 ROTHMAN & ASSOC.
 151 NE 40 ST.
 MIAMI, FL 33137
 (305) 571-9441

EXHIBIT "B"

CERTIFICATE OF LIMITED PARTNERSHIP

OF

THE 51 N.E. 24th STREET LIMITED PARTNERSHIP
 a Florida Limited Partnership

The undersigned General Partner desiring to form a Limited Partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is THE 51 N.E. 24th STREET LIMITED PARTNERSHIP (the "Partnership").

2. The address of the office of the Partnership is 151 N.E. 40th Street, Miami, Florida 33137

3. The name and address of the agent of service of process on the Partnership is Laurence Rothman, 151 N.E. 40th Street, Miami, Florida 33137.

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

996-65586
 N.E. 24th Street Inc., a Florida Corporation
 151 NE 40th Street, Miami, FL 33137

5. The mailing address of the Partnership is

c/o Rothman Associates 151 N.E. 40th Street, Miami, FL 33137

6. The latest date upon which the Partnership will dissolve is January 1, 2036.

7. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by the General Partner.

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

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IN WITNESS WHEREOF, this Certificate of Limited Partnership
has been executed by the General Partner this 1 day of
Aug, 1996.

GENERAL PARTNER:

THE
LIMITED PARTNERSHIP, a
Florida general partnership

By: X
General Partner

By: X
President

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EXHIBIT "C"

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for THE LIMITED PARTNERSHIP, a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT

BY: 

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TAMPA, FLORIDA

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Affidavit of Contribution

EXHIBIT "D"

The undersigned, L. Rothman, President of THE
 or NE 44 St. Co. LIMITED PARTNERSHIP, being a general partner
 of NE 44 St. Co. LIMITED PARTNERSHIP, a Florida limited partnership
 (the "Partnership"), certifies that the total initial amount of
 capital contributions and anticipated capital contributions by the
 limited partners of the Partnership is \$100.

FURTHER AFFIANT SAYETH NOT.

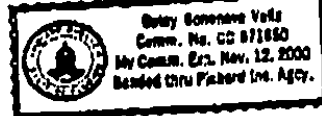
GENERAL PARTNER:

THE
LIMITED PARTNERSHIPBY: X

as General Partner

BY: X

, President

Lorraine M. Rothman

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TALLAHASSEE, FLORIDA

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