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800-342-8086

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(407) 222-0111

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LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 047344 4311473

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 140.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG - 8 PM 1:45

ORDER DATE : August 8, 1996

ORDER TIME : 10:49 AM

ORDER NO. : 047344

CUSTOMER NO: 4311473

3000010119613

CUSTOMER: Marcia Cox, Legal Assistant
STEARNS WEAVER MILLER WEISSLER
ALHADEFF & SITTERSON, P.A.
Museum Tower, Suite 2200
150 West Flagler Street
Miami, FL 33130

DOMESTIC FILING

NAME: TRG BRICKELL, 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
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

8/8/96

BA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
CERTIFICATE OF LIMITED PARTNERSHIP
OF 96 AUG -8 PM 1:45

TRG BRICKELL, LTD.

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole General Partner of TRG BRICKELL, LTD., a Florida limited partnership (the "Partnership"), hereby executes and submits 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:

TRG BRICKELL, 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:

Angel A. Hernandez
c/o TRG BRICKELL, INC.
2828 Coral Way, Penthouse Suite
Miami, Florida 33145

4. The name and address of the General Partner of the Partnership is:

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

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5. The mailing address of the Partnership is:

2828 Coral Way, Penthouse Suite
Miami, Florida 33145

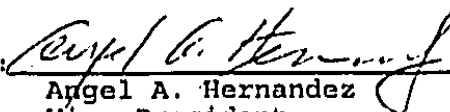
6. The latest date upon which the Partnership shall dissolve is December 31, 2041.

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

DATED: August 7, 1996

TRG BRICKELL, INC., a Florida corporation, as General Partner

By:


Angel A. Hernandez
Its: Vice President

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DIVISION OF CORPORATIONS
8 AUG -8 PM 1:45

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Angel A. Hernandez hereby accepts his appointment as registered agent for TRG BRICKELL, 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: August 7, 1996


Angel A. Hernandez

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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DIVISION OF CORPORATIONS
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STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Angel A. Hernandez as Vice President of TRG BRICKELL, INC., a Florida corporation, as General Partner of TRG BRICKELL, 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.

TRG BRICKELL, INC., a Florida corporation, as General Partner

By: Angel A. Hernandez
Angel A. Hernandez
Its: Vice President

The foregoing instrument was acknowledged before me this 7TH day of August, 1996 by Angel A. Hernandez as Vice President of TRG BRICKELL, INC., a Florida corporation, as General Partner of TRG BRICKELL, 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.



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