



1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-1171
904-222-1172

800-342-8086

6000001512

PREMIER HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 052315 4331939

AUTHORIZATION :

Patricia P. [signature]

COST LIMIT : \$ 1846.25

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 AUG 13 AM 11:20

ORDER DATE : August 13, 1996

ORDER TIME : 2:36 PM

ORDER NO. : 052315

CUSTOMER NO: 4331939

200001921272

CUSTOMER: Kristy Hair, Legal Assistant
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P.A.
515 East Las Olas Boulevard
Suite 1500
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: CC CYPRESS ASSOCIATES, LTD.

by Green

EFFECTIVE DATE:

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: Karen B. Rozar

EXAMINER'S INITIALS:

RECEIVED
96 AUG 13 PM 3:08
DIVISION OF CORPORATION

[initials]

Buck,

8/13/96
We need to days file date
Will send you the original
tomorrow.

Thanks Karen

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
CC CYPRESS ASSOCIATES, LTD.**

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SECRETARY OF CORPORATIONS
DIVISION
AUG 13 PM 11:20

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), and Section 620.108 of the Florida Statutes, the undersigned, being the sole General Partner of CC Cypress Associates, Ltd., hereby duly executes and files with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is CC Cypress Associates, Ltd.
2. The business address and the mailing address of the limited partnership is c/o American Land Management Group, Inc., 65 N.W. 168th Street, North Miami Beach, Florida 33169.
3. The name of the registered agent for service of process required by Section 620.105 of the Florida Statutes is:

Corporation Service Company

4. The Florida street address for the registered agent is:

1201 Hays Street
Tallahassee, Florida 32301

5. Acceptance of Appointment of Registered Agent:

Having been named the statutory registered agent of CC Cypress Associates, Ltd., at the place designated in this Certificate of Limited Partnership of CC Cypress Associates, Ltd., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by Chapter 620.192 of the Florida Statutes and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.

**CORPORATION SERVICE COMPANY,
Registered Agent**

By: Karen B. Rozar
Dated: 8-13, 1996
Karen B. Rozar, as its agent

6. The name and business address of the general partner is as follows:

CC Cypress, Ltd., a Florida limited partnership
c/o American Land Management Group, Inc.,
65 N.W. 168th Street
North Miami Beach, Florida 33169

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DIVISION 13
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A95000000

7. The latest date on which the limited partnership is to dissolve is December 31, 2046.

IN WITNESS WHEREOF, the sole General Partner has executed the foregoing Certificate of Limited Partnership on this 13 day of August, 1996 in accordance with Section 620.114 of the Florida Statutes.

CC CYPRESS, LTD., a Florida limited
partnership

By: CC Cypress, Inc., a Florida corporation, as its
general partner

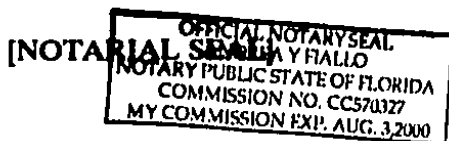
By:

Roberto Kassin, President

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF
96 AUG 13 AM 11:20

STATE OF FLORIDA)
DADE) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 13th day of August, 1996 by Roberto Kassin in his capacity as President of CC Cypress, Inc., a Florida corporation which is the general partner of CC Cypress, Ltd., a Florida limited partnership. The aforesaid Roberto Kassin personally appeared before me, is personally known to me or produced _____ as identification, and [did] [did not] take an oath.



Notary: ANDREA Y. FIALLO
Print Name: Andrea Y. Fiallo
Notary Public, State of: FLORIDA
My commission expires: AUG 3, 2000

AFFIDAVIT

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 AUG 13 AM 11:20

BEFORE ME, the undersigned, constituting the sole general partner of **CC Cypress Associates, Ltd.**, a Florida limited partnership, certifies as follows:

1. The initial Limited Partner of **CC Cypress Associates, Ltd.** has contributed property valued at \$58.15 to the Partnership as its initial capital contribution.
2. The initial Limited Partner anticipates making additional capital contributions in a collective amount of not more than \$2,000,000.

FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.

CC CYPRESS, LTD., a Florida limited partnership

By: **CC Cypress, Inc., a Florida corporation,**
as its general partner



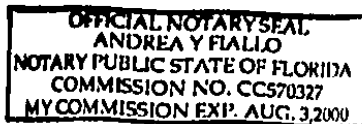
By: _____
Roberto Kassin, President

STATE OF FLORIDA)
DADE)
COUNTY OF BROWARD)

SS:

The foregoing instrument was acknowledged before me this 13th day of August, 1996 by Roberto Kassin in his capacity as President of CC Cypress, Inc., a Florida corporation which is the general partner of CC Cypress, Ltd., a Florida limited partnership. The aforesaid Roberto Kassin personally appeared before me, is personally known to me or produced _____ as identification, and [did] [did not] take an oath.

[NOTARIAL SEAL]



Notary: Andrea Y Fiallo
Print Name: ANDREA Y FIALLO
Notary Public, State of: FLORIDA
My commission expires: AUG 3, 2000

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 AUG 13 AM 11:20