A96000001555

ACCOUNT NO. :   072100000032

REFERENCE :   060443   11758A

AUTHORIZATION :   *Patricia Pyzuto*

COST LIMIT : $ 140.00

ORDER DATE :   August 21, 1996

ORDER TIME :   10:13 AM

ORDER NO.   :   060443

CUSTOMER NO: 11758A

000000 1928340

CUSTOMER: Jeffrey S. Wachs, Esq
DOUMAR CURTIS CROSS LAYSTROM
PERLOFF
1177 Southeast Third Avenue

Fort Lauderdale, FL 33316

DOMESTIC FILING

NAME: GALT OCEAN DRIVE LIMITED
PARTNERSHIP

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: Lori R. Dunlap
EXAMINER'S INITIALS: BK

8/21/96

FILED
96 AUG 21 PM 1:17
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RECEIVED
96 AUG 21 AM 10:46
DIVISION OF CORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

OF

GALT OCEAN DRIVE LIMITED PARTNERSHIP

THE UNDERSIGNED, constituting the General Partner of the GALT OCEAN DRIVE LIMITED PARTNERSHIP, a Florida Limited partnership, hereby files its Certificate of Limited Partnership in accordance with Chapter 620, Florida Statutes, as follows:

1.   Name of the Partnership.   GALT OCEAN DRIVE
                                   LIMITED PARTNERSHIP

2.   **The address of the office of the Partnership is.**

                                   1177 S.E. 3rd Avenue
                                   Fort Lauderdale, FL 33316

3.   **Name and addresses of the agent for the service
      of process on the Partnership is.**

                                   JOHN W. PERLOFF, ESQ.
                                   1177 S.E. 3rd Avenue
                                   Fort Lauderdale, FL 33316

4.   **Name and business address of the General Partner is.**

                                   GALT OCEAN DRIVE HOTEL CORP.
                                   1177 S.E. 3rd Avenue
                                   Fort Lauderdale, FL 33316

P96000067881

5. **Mailing address of the Partnership is.**

                    GALT OCEAN DRIVE HOTEL CORP.
                    General Partner
                    1177 S.E. 3rd Avenue
                    Fort Lauderdale, FL 33316

6. **Latest date upon which the Partnership will dissolve.**

                    Will be in accordance with Section 620.157
                    of the Florida Statute, however, no later than
                    December 31, 2022.

The execution of this Certificate by the undersigned General

Partner constitutes an affirmation under penalties of perjury that

the facts stated herein are true.

IN WITNESS WHEREOF, the undersigned has duly executed this

Certificate of Limited Partnership of the **GALT OCEAN DRIVE LIMITED**

PARTNERSHIP, this _30th_ day of _August_, 1996.

                    GENERAL PARTNER:

                    GALT OCEAN DRIVE HOTEL CORP.

                    By: MIKE YUVAL, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for GALT OCEAN DRIVE LIMITED PARTNERSHIP, a Florida limited partnership ("Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership agree to comply with any and all statutes relative to the complete and proper performance of the duties of a registered agent.

REGISTERED AGENT:

JOHN W. PERLOFF

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared MIKE YUVAL, the President of GALT OCEAN DRIVE HOTEL CORP., the General Partner of the GALT OCEAN DRIVE LIMITED PARTNERSHIP, a Florida limited partnership, herein referred to as the "Partnership", who, upon being duly sworn, certified as follows:

1. As of the date hereof, the amount of capital contributions to the Partnership made by the Limited Partners is as follows:

$ 5,000.00

2. The amount of capital contributions anticipated to be contributed by additional Limited Partners is as follows:
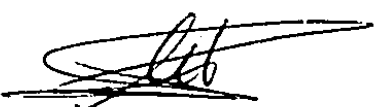
NONE

3. Affiant has executed this Affidavit of Capital Contributions as the duly authorized representative of the General Partner of said Partnership.

FURTHER AFFIANT SAYETH NOT.

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.
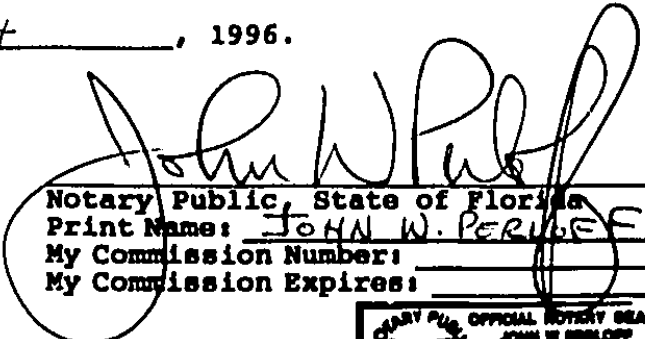
DATED this 20th day of August, 1996.

_____
MIKE YUVAL, President

STATE OF FLORIDA   )
)   SS:
COUNTY OF _Broward_   )

SWORN TO AND SUBSCRIBED before me, the undersigned authority,

by MIKE YUVAL, President and who appeared personally before me and

took an oath, who is personally known to me or who produced his

_____ as identification, on

this _20th_ day of _August_____, 1996.

Notary Public, State of Florida
Print Name: _John W. Perloff_
My Commission Number: _____
My Commission Expires: _____