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TALLAHASSEE, FL 32301-2607

A96000001623



PREMIER HALL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 071458 4303929

AUTHORIZATION :

COST LIMIT : \$ 14 *Patricia P. Pitt*

ORDER DATE : August 30, 1996

ORDER TIME : 12:16 PM

ORDER NO. : 071458

CUSTOMER NO: 4303929

CUSTOMER: Esther J. Forbes, Legal Asst  
GREENBERG TRAURIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
20th Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

400001937564

DOMESTIC FILING

NAME: G.B. RESIDENCE OF KEY  
BISCAYNE II, 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: Karen B. Rozar

EXAMINER'S INITIALS: *BH*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 30 PM 2:39

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DIVISION OF CORPORATIONS  
96 AUG 30 PM 2:39

*Buck, Need today's file date  
will send the original on Tues  
Thanks Karen*

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
G.B. RESIDENCE OF KEY BISCAYNE II, LTD.**

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), and §620.108 of the Florida Statutes, the undersigned, being the sole General Partner of G.B. RESIDENCE OF KEY BISCAYNE II, 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 G.B. RESIDENCE OF KEY BISCAYNE II, LTD.
2. The business address and the mailing address of the limited partnership is 3 Grove Isle Drive, PH #1801, Coconut Grove, Florida 33131.
3. The name of the registered agent for service of process required by §620.105 of the Florida Statutes is:

**Martin Z. Margulies**

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

**3 Grove Isle Drive  
PH #1801  
Coconut Grove, Florida 33131**

5. **Acceptance of Appointment of Registered Agent:**

Having been named the statutory registered agent of G.B. RESIDENCE OF KEY BISCAYNE II, LTD., at the place designated in this Certificate of Limited Partnership of G.B. RESIDENCE OF KEY BISCAYNE II, LTD., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by §620.192 of the Florida Statutes and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.

  
**MARTIN Z. MARGULIES,**  
Registered Agent

Dated: August 30, 1996.

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

Margulies-Lowe Development II Corp.  
3 Grove Isle Drive  
PH #1801

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Coconut Grove, FL 33131

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

**IN WITNESS WHEREOF**, the Sole General Partner has executed the foregoing Certificate of Limited Partnership on the 30 day of August, 1996 in accordance with §620.114 of the Florida Statutes.

MARGULIES-LOWE DEVELOPMENT  
II CORP., General Partner

By:   
Its:

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SECRETARY OF CORPORATIONS  
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**AFFIDAVIT**

**THE UNDERSIGNED**, constituting the sole general partner of G.B. RESIDENCE OF KEY BISCAVNE II, LTD., a Florida Limited Partnership, hereby certifies as follows:

1. The amount of capital contributions to date of the limited partners is: \$-0-.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100.00.

**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.

MARGULIES-LOWE DEVELOPMENT  
II CORP., General Partner

By:   
Its: