

CAPITAL CONNECTION, INC.
 417 E. Virginia St., Suite 100, Tallahassee, FL 32301 (904) 222-8800
 Mailing Address: Post Office Box 10019, Tallahassee, FL 32301
 TOLL FREE (800) 441-3430
 FAX (904) 222-1222

A9600001734

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

G. IAA
 FILING 70.00
 R. AGENT FEE 35.00
 C. COPY 8.75
 TOTAL 113.75
 N. BANK
 BALANCE DUE
 REFUND
 G. IAA
 FILING 32.00
 R. AGENT FEE
 C. COPY
 TOTAL
 N. BANK
 BALANCE DUE
 REFUND

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____
 BY _____ CK No. _____

K-IN 9/19 12:00
 Pick Up

RE: Michael J. Smith
Departments, etc

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search	500001357589	
Ltd. Partnership File	-09/26/96--01026--022	
Foreign Corp. File	*****8.75 *****8.75	
() Cert. Copy(s)	500001357589	
	-09/26/96--01026--021	
Art. of Amend. File	****105.00 ****105.00	
<input checked="" type="checkbox"/> Dissolution/Withdrawal		
C U S.	G/S	
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

96 SEP 19 PM 2:49
 96 SEP 19 PM 2:50
 DIVISION OF CORPORATIONS
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 SECRETARY OF STATE

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

96 SEP 19 AM 10:16
 DIVISION OF CORPORATIONS
 RECEIVED

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

CERTIFICATE OF FORMATION OF LIMITED PARTNERSHIP

OF

BRICKELL WEST APARTMENTS, LTD.,

a Florida Limited Partnership

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 19 PM 2:50

THE UNDERSIGNED, being desirous of forming a Limited Partnership pursuant to the Florida Uniform Limited Partnership Act hereby make and sign the following certificate for that purpose:

ARTICLE I.

The name under which the Limited Partnership is to be conducted is Brickell West Apartments, Ltd.

ARTICLE II.

The purpose of the Limited Partnership shall be to engage in any or all lawful act, business or activity for which the partnership may exist under the provisions of the Florida Uniform Limited Partnership Act.

ARTICLE III.

The address of the office and the mailing address of the Limited Partnership shall be:

**150 West Flagler Street
Museum Tower, Suite 2701
Miami, Florida 33130**

ARTICLE IV.

The name and address of the registered agent for service of process for the Limited Partnership shall be:

**George Befeler
150 West Flagler Street
Museum Tower, Suite 2701
Miami, Florida 33130**

ARTICLE V.

The partnership shall commence the date this Certificate is filed with the office of the Secretary of State, State of Florida and shall terminate on August 31, 2050 or until the Limited Partnership dissolves and winds up its affairs pursuant to the Florida Uniform Limited Partnership Act or the terms of the Agreement of Limited Partnership, whichever is earlier.

ARTICLE VI.

The name and business address of the general partner of the Limited Partnership is:

**Brickell West Apartments, Inc.
150 West Flagler Street
Museum Tower, Suite 2701
Miami, Florida 33130**

pg 60000078008

IN WITNESS WHEREOF we have hereunto set our hands and seals
this 29 day of August, 1996.

GENERAL PARTNER:

**BRICKELL WEST APARTMENTS, INC.,
a Florida corporation**

BY: 
GEORGE BEFELER, President

(Seal)

REGISTERED AGENT:


GEORGE BEFELER

NOTARY PAGE TO FOLLOW

**FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 SEP 19 PM 2:50**

STATE OF FLORIDA)
 : :
COUNTY OF DADE)

Having duly been sworn according to law, we depose and certify that we are the general partner and the registered agent named in the foregoing Certificate of Formation of Limited Partnership and that the facts set forth therein are true and correct.

GENERAL PARTNER:

BRICKELL WEST APARTMENTS, INC.,
a Florida corporation

BY: [Signature]
GEORGE BEFELER, President

(Seal)

REGISTERED AGENT:

[Signature]
GEORGE BEFELER

SWORN TO and subscribed before me on this 18 day of SEPTEMBER ~~August~~, 1996.

[Signature]
Notary Public

Identification produced: PERSONNEL LENDAYN
My commission expires: _____



GLENN PORTER
My Commission CC412402
Expires Oct. 10, 1998
Bonded by HAI
800-422-1555

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 19 PM 2:50

AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA)
 : SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared GEORGE BEFELER, as President of Brickell West Apartments, Inc., a Florida corporation, as General Partner of Brickell West Apartments, Ltd., a Florida limited partnership, after being duly sworn according to law, deposes and states as follows:

1. The Partners have formed a Limited Partnership known as **BRICKELL WEST APARTMENTS, LTD.**

2. The aggregate amount of the capital contribution of the Limited Partners to the Limited Partnership is Ten Thousand and 00/100 Dollars (\$10,000) (the "Capital Contribution"). The Limited Partners do not anticipate any additional amount to be contributed by them.

3. Each Limited Partner has contributed to the Limited Partnership in cash his or her Capital Contribution according to the percentage ownership interest of each Limited Partner as delineated in the Agreement of Limited Partnership.

BRICKELL WEST APARTMENTS, LTD., a
Florida limited partnership

BY: **BRICKELL WEST APARTMENTS, INC.,**
a Florida corporation, as
General Partner

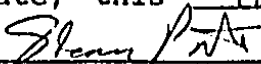
BY: 
George Befeler, President

NOTARY PAGE TO FOLLOW

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
SEP 19 1996 PM 2:50

I HEREBY CERTIFY that on this day before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **GEORGE BEFELER**, as President of Brickell West Apartments, Inc., a Florida limited partnership, as General Partner of Brickell West Apartments, Ltd., a Florida limited partnership, to me personally known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at said County and State, this 18 day of September, 1996.



NOTARY PUBLIC,
State of Florida at Large

My commission expires:

frm\cert.lim



GLENN PORTER
My Commission CO413402
Expires Oct. 10, 1998
Bonded by HAI
800-422-1505

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 19 PM 2:50