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**PRENTICE HALL,
EDUC. & FINANCIAL SERVICES**

ACCOUNT NO. : 0721000000032 CORPORATION

REFERENCE : 101040 4330594

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 27, 1996

ORDER TIME : 9:46 AM

ORDER NO. : 101040

CUSTOMER NO: 4330594

CUSTOMER: Justin Wilson, Legal Assistant
ADORNO & ZEDER, P.A.

Suite 1600
2601 South Bayshore Drive
Miami, FL 33133

FILED
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DIVISION OF CORPORATIONS
96 SEP 27 PM 12:38

DOMESTIC FILING

NAME: WAIKIKI PRINCETON, LTD.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: ~~RETURN~~

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

J. TAA _____
 FILING _____ 1750.00
 R. AGENT FEE _____ 35.00
 C. COPY _____ 5.50
 TOTAL _____ 1837.50
 N. BANK _____
 BALANCE DUE _____
 REFUND _____

B/K 9/27/96

CERTIFICATE OF LIMITED PARTNERSHIP

OF

WAIKIKI PRINCETON, LTD.

The undersigned, pursuant to the provisions of Section 620.108 of the Florida Statutes, hereby certifies and swears in this Certificate of Limited Partnership to the following:

1. NAME.

The name of the Limited Partnership is:
Waikiki Princeton, Ltd.

2. REGISTERED AGENT.

The name and address of the Registered Agent for the
Limited Partnership is:

A Z Registered Agent Corporation
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

3. GENERAL PARTNER.

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

Waikiki Trusts, Inc., a Florida corporation
18425 N.W. 2nd Avenue
Miami, Florida 33169

4. ADDRESS.

The principal business and mailing address for the
Limited Partnership is as follows:

18425 N.W. 2nd Avenue
Miami, Florida 33169

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5. DISSOLUTION DATE.

The latest date upon which the Limited Partnership
is to dissolve is September 15, 2036.

IN WITNESS WHEREOF, the General Partner has caused this
Certificate of Limited Partnership to be executed at Miami,
Florida, this 11th day of September, 1996.

WAIKIKI TRUSTS, INC.

By: Bennett M. Lifter
Bennett M. Lifter,
President

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ACCEPTANCE BY REGISTERED AGENT

Pursuant to Sections 620.105 and 620.192 of the Florida Statutes, the undersigned accepts appointment as registered agent for Waikiki Princeton, Ltd., a Florida limited partnership, and accepts all obligations imposed on it as such under Florida law.

Executed this 11th day of September, 1996.

A/Z Registered Agent Corporation

By: 

Martin J. Nash,
Vice President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned general partner of Waikiki Princeton, Ltd. (the "Partnership"), being duly sworn, deposes and says:

The assets contributed to the Partnership by the Limited Partners has an agreed upon fair market value of \$500,000.00 and the total anticipated value of the capital contributions of the Limited Partners is the same.

WAIKIKI TRUSTS, INC.,
General Partner

By: Bennett M. Lifter
Bennett M. Lifter
President

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