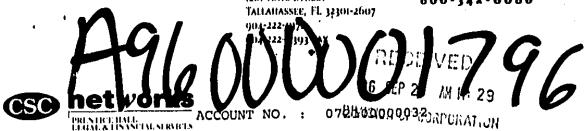
1201 HAYS STREET

800-142-8086



REFERENCE :

101040

4330594

AUTHORIZATION :

000001964690 -10/03/96--01109--013 ***1837.50 ***1837.50

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

DOMESTIC FILING

NAME:

WAIKIKI PRINCETON, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING RETURN

_ CERTIFIED COPY ___ PLAIN STAMPED COPY ___ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

.. IAA FILING H. AGENT FEE

C. COPY FOTAL

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

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 79700057217

4. ADDRESS.

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

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

5. <u>DISSOLUTION DATE</u>.

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: /Yewnett M. Lifter, President

OF CORPORATION P 27 PH 12: 38

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

Martin J./ Nash Vice President

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