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TALLAHASSEE, FL 32301-2607
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800-342-8086



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 104629 125852A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 1, 1996

ORDER TIME : 9:33 AM

ORDER NO. : 104629

CUSTOMER NO: 125852A

CUSTOMER: Carol Housman, Legal Assistant
COHEN & FRIEDMAN, P.A.

Suite 530
1401 Brickell Avenue
Miami, FL 33131

U. IAX
FILING
R. AGENT FEE
C. COPY
TOTAL
N. BANK
BALANCE DUE
REFUND

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT - 1 PM 11:02

DOMESTIC FILING

NAME: 7211 LTD.

0000019680
-10/03/96--01099--015
*****668.50 *****668.50

PLEASE CALL ME IF THERE ARE ANY PROBLEMS. THANKS

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

U. IAX
FILING
R. AGENT FEE 581.00
C. COPY 35.00
TOTAL 616.00
N. BANK
BALANCE DUE 668.50
REFUND

BK
10/1/96

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
7211 LTD.,
a Florida limited partnership**

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 OCT - 1 3 PM 1:02

The undersigned general partner, desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act (1986), hereby states the following:

1. The name of the Partnership is 7211 LTD.
2. The mailing address of the Partnership and the office of the Partnership is 6262 Sunset Drive, PH-218, South Miami, Florida 33143.
3. The name and address of the agent for service of process on the Partnership is Michael Dean Friedman, 1401 Brickell Avenue, Suite 530, Miami, Florida 33131.
4. The name and business address of the general partner is 7211 Corp., 6262 Sunset Drive, PH-218, South Miami, Florida 33143. *P96000000425*
5. The latest date upon which the Partnership shall dissolve is December 31, 2046.
6. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest, shall be executed in the Partnership name by the general partner.

The execution of this certificate by the undersigned general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the sole general partner of 7211 LTD. this 30th day of September, 1996.

GENERAL PARTNER:

7211 Corp., a Florida corporation

By: 

Michael Dean Friedman, Assistant
Vice President

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Certificate of Limited Partnership.


Michael Dean Friedman

Date: September 30, 1996

AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 OCT -1 PM

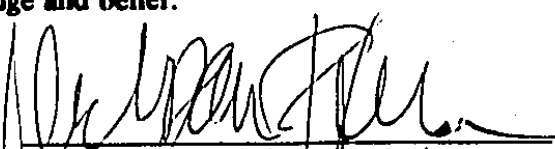
BEFORE ME, the undersigned authority, personally appeared **MICHAEL DEAN FRIEDMAN**, as Assistant Vice President of 7211 CORP., a Florida corporation, the sole general partner of 7211 LTD., a Florida limited partnership (the "Partnership"), who upon being duly sworn, certifies as follows:

1. The amount of capital contribution to the Partnership made by the limited partner(s) of the Partnership is, in the aggregate, Eighty Three Thousand and no/100 (\$83,000.00) Dollars.

2. No additional capital contributions are anticipated to be made by any limited partner of the Partnership.

FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury, I declare that I have read the foregoing and that which is asserted above is true, to the best of my knowledge and belief.

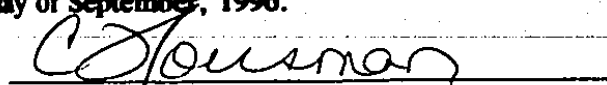

Michael Dean Friedman, as Assistant Vice President of 7211 Corp., the sole general partner of 7211 Ltd.

Date: September 30, 1996

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Michael Dean Friedman, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contribution, and he acknowledged to me and before me that he executed this Affidavit as Assistant Vice President of 7211 Corp, the sole general partner of the Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 30th day of September, 1996.

My Commission Expires:


Notary Public
State of Florida at Large

