

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

A96000001836



PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 107896 4329904

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 3, 1996

ORDER TIME : 9:48 AM

ORDER NO. : 107896

CUSTOMER NO: 4329904

CUSTOMER: Mr. Carl S. Rosen
BROAD AND CASSEL

Suite 300
7777 Glades Road
Boca Raton, FL 33434

500001968055
-10/08/96--01124--011
***1785.00 ***1785.00

FILED STATE
SECRETARY OF CORPORATIONS
96 OCT -3 PM 1:19

W. G. Dwyer

DOMESTIC FILING

NAME:

ALTMAN PARTNERS

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

RECEIVED
96 OCT -3 AM 11:00
DIVISION OF CORPORATION

13/2

10/3/96

**CERTIFICATE OF LIMITED PARTNERSHIP
OF ALTMAN PARTNERS, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT -3 PM 1:19

We, the undersigned, desiring to form a limited partnership, pursuant to the Florida Uniform Limited Partnership Act, do hereby certify:

I.

The name of the limited partnership is Altman Partners, Ltd., a Florida limited partnership.

II.

The business of the limited partnership shall be to acquire, improve, lease, manage, or sell or otherwise dispose of real property and improvements thereof and real estate partnerships ("Partnership Properties"), and to engage in any and all activities related or incidental thereto.

III.

The location of the principal places of business of the limited partnership and its mailing address shall be 2201 Corporate Boulevard, N.W., Suite 200, Boca Raton, Florida 33431.

IV.

The name of the agent for service of process is Broad and Cassel c/o Jeffrey A. Deutch. The address of the agent for service of process is 7777 Glades Road, Suite 300, Boca Raton, Florida 33434.

V.

The name and place of residence of the general partner of the limited partnership is as follows:

NAME

Altman Development
Corporation

ADDRESS

2201 Corporate Boulevard, N.W., Suite 200
Boca Raton, FL 33431

VI.

The term for which the limited partnership is to exist shall begin upon the date on which the Certificate of Limited Partnership is filed with the Secretary of State of the State of Florida, and shall continue for a period of twenty-five (25) years. The limited partnership shall not be terminated by reason of the death, dissolution, withdrawal or expulsion of a limited partner or the admission of a new limited partner.

IN WITNESS WHEREOF, the General Partner has executed this
Certificate of Limited Partnership as of the 25th day of September, 1996.

GENERAL PARTNER:

ALTMAN DEVELOPMENT CORPORATION

By: 
Joel L. Altman
Its: President

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RESIDENT AGENT:

BROAD AND CASSEL

By: 
Jeffrey A. Deutch

STATE OF FLORIDA)

) ss.

COUNTY OF PALM BEACH)

On this 25th day of September, 1996, before me personally appeared Joel L. Altman, as President of Altman Development Corporation, a General Partner named within the above Certificate, who being by me duly sworn, did say that he has read the foregoing Certificate by him signed on behalf of Altman Development Corporation and knows the contents thereof and agrees to the terms and conditions therein.



JOELLEN SCHAPER
My Commission 00000400
Expires Sep. 08, 1998

-SEAL-

Joellen Schaper
Notary Public

Palm Beach County, Florida

My Commission Expires: 9/8/98

FILED STATE
SECRETARY OF CORPORATIONS
OCT -3 PM 1:20

STATE OF FLORIDA)

) ss.

COUNTY OF PALM BEACH)

On this 2nd day of October, 1996, before me personally appeared Jeffrey A. Deutch, on behalf of Broad and Cassel, the Registered Agent named within the above Certificate, who being by me duly sworn, did say that he has read the foregoing Certificate by him signed on behalf of Broad and Cassel and knows the contents thereof and agrees to the terms and conditions therein.

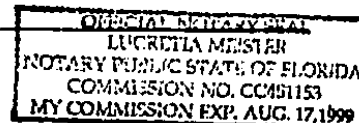
-SEAL-

Lucretia Meister

Notary Public

Palm Beach County, Florida

My Commission Expires:



AFFIDAVIT

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT -3 PM 1:20

The undersigned, being first duly sworn, depose and state as follows:

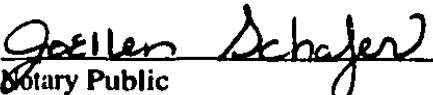
1. The Limited Partners of Altman Partners, Ltd. have to date contributed capital to the Limited Partnership in the amount of \$ 327,665.
2. It is anticipated that no Limited Partner of Altman Partners, Ltd. will be required to make any additional contributions to the Limited Partnership.

Further, Deponent sayeth not.

ALTMAN DEVELOPMENT CORPORATION

By: 
Joel L. Altman
Its: President

Subscribed and sworn to before me this
25th day of September, 1996.


Notary Public
Palm Beach County, Florida
My Commission Expires: 9/8/98



JOELLEN SCHAFER
My Commission CC386483
Expires Sep. 08, 1998