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September 27, 1996

WILLIAM E. DAVIS
OF COUNSEL

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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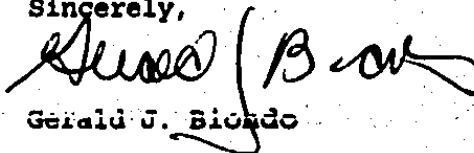
Re: Boca Glades Limited Partnership

Dear Sir/Madam:

Enclosed please find original and copy of Certificate of Limited Partnership for the above referenced limited partnership together with check in the amount of \$1,837.50 representing filing fee (\$1,750.00), certified copy fee (\$52.50) and registered agent designation fee (\$35.00). Please file said Certificate of Limited Partnership and return to us a certified copy of the same.

Please do not hesitate to call us if you have any questions.

Sincerely,


Gerald J. Biondo

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

Name	10/4/96
Availability	10/4/96
Document Examiner	Enclosures
Updater	---
Updater Verifier	---
Acknowledgement	---
W. P. Verifier	---

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Tc
\$300,000.00

CERTIFICATE OF LIMITED PARTNERSHIP
OF BOCA GLADES LIMITED PARTNERSHIP

The undersigned, desiring to form a limited partnership, pursuant to the laws of the state of Florida, certify as follows:

1. The name of the Partnership is BOCA GLADES LIMITED PARTNERSHIP, a Florida limited partnership.
2. The purpose of the Partnership is to acquire and manage real and personal property.
3. The principal place of business and mailing address of the Partnership is 2121 Ponce de Leon Boulevard, Penthouse, Coral Gables, Florida 33134.
4. The name and principal place of business of the General Partner is as follows:

General Partner: Boca Glades, Inc.
2121 Ponce de Leon Boulevard
Penthouse
Coral Gables, Florida 33134

5. The term for which the Partnership is to exist is from the date of the Certificate of Limited Partnership is issued by the Secretary of State, through December 31, 2010, unless sooner terminated.

6. The amount of property initially contributed by the Limited Partners is \$300,000.00.

7. The Limited Partners are not required to contribute any additional capital to the Partnership.

8. The name and address of the Registered Agent for service of process is:
Stewart Marcus
2121 Ponce de Leon Boulevard
Penthouse
Coral Gables, Florida 33134

IN WITNESS WHEREOF, the undersigned, being duly sworn, have certified, sworn to and agreed to the foregoing this 24th day of September, 1996.

GENERAL PARTNER:

BOCA GLADES, INC.

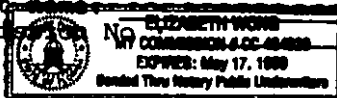
By: Stewart Marcus
Stewart Marcus, President

STATE OF FLORIDA)
): ss.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 24th day of September, 1996 by Stewart Marcus, as President, of Boca Glades, Inc., on behalf of the corporation. He is personally known to me or has produced as identification.

Elizabeth Wong
NOTARY PUBLIC,
STATE OF FLORIDA

Print
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My Commission expires:

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CERTIFICATE OF REGISTERED AGENT
OF
BOCA GLADES LIMITED PARTNERSHIP

In pursuance of Chapter 620.105, Florida Statutes, the following is submitted, in compliance with said Act:

That BOCA GLADES LIMITED PARTNERSHIP is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Limited Partnership, at City of Coral Gables, County of Dade, State of Florida, has named Stewart Marcus, 2121 Ponce de Leon Blvd., Penthouse, Coral Gables, Florida 33134, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 24th day of September, 1996.


Stewart Marcus

AFFIDAVIT

STATE OF FLORIDA)
): ss.
COUNTY OF DADE)

BEFORE ME, the undersigned authority personally appeared STEWART MARCUS, who being duly sworn deposes and states as follows:

1. That he is the President of BOCA GLADES, INC., the sole general partner in the partnership known as BOCA GLADES LIMITED PARTNERSHIP.

2. That the capital of the Partnership is \$300,000.00, all of which was contributed by the limited partners. No additional contributions are anticipated at this time.

Further Affiant sayeth naught.

Stewart Marcus
STEWART MARCUS

FILED
96 SEP 30 PM 3:15
SECRETARY OF STATE
TALLAHASSEE
FLORIDA

The foregoing instrument was acknowledged before me this 24th day of September, 1996 by Stewart Marcus, who is personally known to me or who has produced _____ as identification.

Elizabeth Wong
NOTARY PUBLIC,
STATE OF FLORIDA

Print name:

Commission Expires:

My Commission expires:

