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FROM: RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN
075350000132

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CONTACT: KENDALL SPARKMAN

PHONE: (305) 374-7580
(305) 350-2446

FAX #:

NAME: UNIVERSITY MALL ASSOCIATES, LTD.

AUDIT NUMBER.....H96000016434

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS...1

PAGES..... 4

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
UNIVERSITY MALL ASSOCIATES, LTD.**

The undersigned, being the active partner of UNIVERSITY MALL ASSOCIATES, and the sole general partner of UNIVERSITY MALL ASSOCIATES, LTD., in accordance with the provisions of the Florida Revised Uniform Partnership Act of 1995 addressing the conversion of a Florida general partnership into a Florida limited partnership, as set forth in Section 620.8902, Florida Statutes, hereby states as follows:

1. The name of the general partnership was UNIVERSITY MALL ASSOCIATES, a Florida partnership (the "General Partnership").

2. The General Partnership was converted to a limited partnership from a general partnership.

3. The name of the limited partnership is UNIVERSITY MALL ASSOCIATES, LTD., a Florida limited partnership (the "Limited Partnership").

4. The address of the registered office of the Limited Partnership is:

12000 Biscayne Boulevard, Penthouse 810
Miami, FL 33181.

5. The name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, as amended, are:

Ireland University, Inc.
12000 Biscayne Boulevard, Penthouse 810
Miami, FL 33181.

6. The name and business address of the sole general partner of the Limited Partnership are:

Ireland University, Ltd. *A29773*
12000 Biscayne Boulevard, Penthouse 810
Miami, FL 33181.

This instrument prepared by:
Sheida R. Sahandy, Esquire
Florida Bar No. 0059927
RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN
2500 First Union Financial Center
Miami, Florida 33131-2336
Telephone: 305-374-7580

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7. The mailing address for the Limited Partnership is:

12000 Biscayne Boulevard, Penthouse 810
Miami, FL 33181.

8. This conversion has been duly authorized by a unanimous written consent of all of the partners of the General Partnership including the single active and the three inactive partners of the General Partnership.

9. This conversion shall take effect as of the date of the filing of this Certificate of Limited Partnership.

10. The latest date upon which the Limited Partnership is to dissolve is December 31, 2050.

11. The agreement of limited partnership of the Limited Partnership contains certain restrictions concerning the character and nature of the activities and transactions in which the Limited Partnership may engage.

The execution of this Certificate of Limited Partnership on behalf of the undersigned sole general partner constitutes an affirmation that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed in the name and on behalf of the sole general partner of the sole general partner of the Limited Partnership as of the 20th day of November, 1996.

IRELAND UNIVERSITY, LTD.

By: IRELAND UNIVERSITY, INC.,
its General Partner

By: 
R. Scott Ireland, President

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Fax Audit No. H96- 16434**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned, as President and on behalf of IRELAND UNIVERSITY, INC., a Florida corporation (the "Corporation"), which has been designated as registered agent for UNIVERSITY MALL ASSOCIATES, LTD., a Florida limited partnership (the "Limited Partnership"), in the foregoing Certificate of Limited Partnership of the Limited Partnership, hereby agrees that the Corporation will accept service of process for and on behalf of the Limited Partnership and that the Corporation will comply with any and all laws, including, without limitation, Section 620.192, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated: November 20, 1996.

IRELAND UNIVERSITY, INC.

By: 

R. Scott Ireland, President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
 COUNTY OF DADE)

BEFORE ME, the undersigned authority, a notary public authorized to administer oaths and to take acknowledgments in and for the State and County aforesaid, personally appeared R. Scott Ireland ("Affiant"), as the President of IRELAND UNIVERSITY, INC., a Florida corporation (the "Corporation"), which corporation is the sole general partner of IRELAND UNIVERSITY, LTD., a Florida limited partnership (the "General Partner"), which limited partnership is the sole general partner of UNIVERSITY MALL ASSOCIATES, LTD., a Florida limited partnership (the "Limited Partnership") who, after first being duly sworn on oath, deposes and says as follows on behalf of the Corporation, on behalf of the General Partner, on behalf of the Limited Partnership:

1. Affiant is the President and duly authorized to act on behalf of the Corporation, which is the sole general partner of the General Partner, which is the sole general partner of the Limited Partnership.

2. As of the date hereof, the limited partners of the Limited Partnership have actually contributed to the Limited Partnership an aggregate of \$1.00 of the total amount of \$10,000.00 in capital contributions anticipated to be contributed to the Limited Partnership by its limited partners.

3. Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.

R. Scott Ireland

R. Scott Ireland

THE FOREGOING INSTRUMENT was sworn to and subscribed before me this 14th day of November, 1996, by R. Scott Ireland, as a President of IRELAND UNIVERSITY, INC., a Florida corporation, on behalf of such corporation; said individual is personally known to me or has produced a driver's license as identification.

My Commission Expires:

[NOTARIAL SEAL]

Kim Weber

Print Name: _____

NOTARY PUBLIC, State of Florida

Serial No., if any: _____

720140850R132411.03



KIM WEBER
 My Commission 00488578
 Expires Jan. 03, 1998

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