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TALLAHASSEE, FL 32301-2607

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PREMIERE CALL LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 162996 4303929

AUTHORIZATION : *Patricia Pizutto*

COST LIMIT : \$ ~~1839.50~~

ORDER DATE : November 21, 1996 *262.50*

ORDER TIME : 9:51 AM

ORDER NO. : 162996-005

700002011047--7

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: GABLES ON THE GREEN HOLDINGS,
LTD.

*210.00
52.50*

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

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DIVISION OF CORPORATION

[Handwritten initials]

11/21/96

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
GABLES ON THE GREEN HOLDINGS, LTD.**

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Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1993),
and §620.108 of the Florida Statutes, the undersigned, being the Sole General Partner of GABLES
ON THE GREEN HOLDINGS, LTD., hereby duly executes and files with the Florida Secretary of
State this Certificate of Limited Partnership.

1. The name of the limited partnership is GABLES ON THE GREEN HOLDINGS, LTD.
2. The business address and the mailing address of the limited partnership is c/o Mr. Oscar A. Roger 800 Douglas Road, Suite 225, Miami, Florida 33134.
3. The name of the registered agent for service of process required by §620.105 of the Florida Statutes is:

PEDRO A. MARTIN, ESQ.

4. The Florida street address for the registered agent is:

**GREENBERG, TRAUIG, HOFFMAN, LIPOFF, ROSEN & QUENTEL, P.A.
1221 BRICKELL AVENUE
MIAMI, FLORIDA 33131**

5. Acceptance of Appointment of Registered Agent:

Having been named the statutory registered agent of GABLES ON THE GREEN HOLDINGS, LTD., at the place designated in this Certificate of Limited Partnership of GABLES ON THE GREEN HOLDINGS, LTD., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by §620.192 of the Florida Statutes and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.

PEDRO A. MARTIN, ESQ., Registered Agent

BY:


PEDRO A. MARTIN, ESQ.

Dated: October 10th, 1996

6. The name and business address of the general partner is as follows:

GABLES ON THE GREEN HOLDINGS, INC.
c/o Oscar A. Roger
300 Douglas Road, Suite 225
Miami, Florida 33134

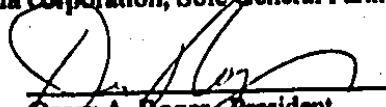
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7. The latest date upon which the limited partnership is to dissolve is January 1, 2100.

IN WITNESS WHEREOF, the Sole General Partner has executed the foregoing Certificate of Limited Partnership on the 10th day of October, 1996 in accordance with §620.114 of the Florida Statutes.

**GABLES ON THE GREEN HOLDINGS, INC., a
Florida corporation, Sole General Partner**

BY:


Oscar A. Roger, President

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AFFIDAVIT

THE UNDERSIGNED, being the sole general partner of **GABLES ON THE GREEN HOLDINGS, LTD.**, a Florida Limited Partnership, hereby certifies as follows:

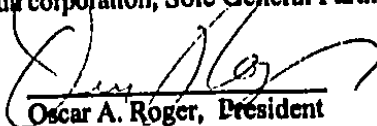
1. The amount of capital contributions to date of the limited partners is: \$ 1,000.00.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals: \$ 25,000.00.

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FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GABLES ON THE GREEN HOLDINGS, INC., a Florida corporation, Sole General Partner

BY: 
Oscar A. Roger, President

OPTIONAL FORM NO. 10