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((H96000017469 3))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
 CONTACT: RAY STORMONT
 PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: 3F-LINDA LIMITED PARTNERSHIP
 AUDIT NUMBER.....H96000017469
 DOC TYPE.....FLORIDA LIMITED PARTNERSHIP
 CERT. OF STATUS..0 PAGES..... 4
 CERT. COPIES.....1 DEL.METHOD.. FAX
 EST.CHARGE.. \$140.00

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W. P. Verifier	<i>OK</i>

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
3F-LINDA LIMITED PARTNERSHIP**

H9600001746

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

1. The name of the limited partnership is 3F-Linda Limited Partnership.

2. The address of the office of the limited partnership is:

7326 Collins Avenue
Miami Beach, FL 33141

3. The name and address of the agent for service of process on the limited partnership required to be maintained by Section 620.105, Florida Statutes, is:

Stephen A. Freeman
c/o Freeman, Butterman & Haber
520 Brickell Key Drive, Suite 0-305
Miami, FL 33131

4. The name and business address of the general partners are:

Jerika Properties II, Inc. P96-101605
9509 Harding Avenue
Miami Beach, FL 33154

3F Holdings II, Inc. P96-100287
520 Brickell Key Drive, Suite 0-305
Miami, Florida 33131

5. The mailing address for the limited partnership is:

7326 Collins Avenue
Miami Beach, FL 33141

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Prepared By: Stephen Freeman
FBN. 146795
520 Brickell Key Drive, 0-305
Miami, FL 33131
305-374-3800
Freeman, Newman & Butterman

H96000017469

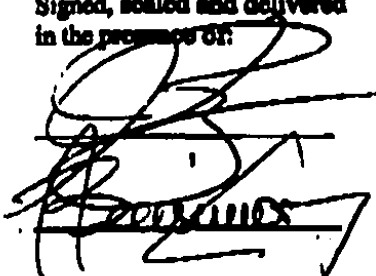
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6. The latest date upon which the limited partnership is to dissolve is December 31, 2046.

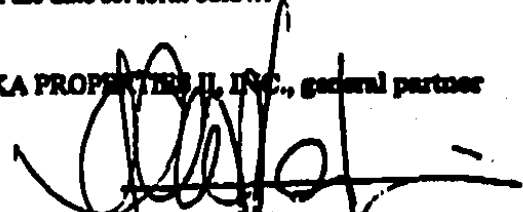
The execution of this Certificate by the undersigned general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the general partner of 3F-Linda Limited Partnership on the date set forth below.

Signed, sealed and delivered in the presence of:



JERIKA PROPERTIES II, INC., general partner

By: 
Alan Wasserman, President

Executed on December 12, 1996

3F HOLDINGS II, INC., general partner

By: 
Stephen A. Freeman, President

Executed on December 12, 1996


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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for 3F-Linda Limited Partnership, a Florida limited partnership ("Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership, to accept the obligations imposed upon me by Fla. Stat. Section 620.192, and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:


Stephen A. Freeman

H96000017469

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EMPIRE CORPORATE KIT COMPANY
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((H97000001018 5))

TO: DIVISION OF CORPORATIONS
FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

FAX #: (904) 922-4000
ACC#: 072450003255
FAX #: (305) 541-3770

AME: *3-F Linda Kingal Partnership*

AUDIT NUMBER.....H97000001018
DOC TYPE.....LIMITED PARTNERSHIP AMENDMENT
CERT. OF STATUS..0
CERT. COPIES.....0

PAGES..... 2
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W. P. Verifier	<i>OK</i>

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DIVISION OF CORPORATIONS

H97000001018

STATE OF FLORIDA)
COUNTY OF DADE)

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS

THIS DAY before me, the undersigned officer, personally appeared Alan Wasserstein, President of Jerika Properties II, Inc., and Stephen A. Freeman, President of 3F Holdings II, Inc, the general partners of 3F-Linda Limited Partnership, a Florida limited partnership ("Partnership"), and who, being duly sworn, certify as follows:

1. The amount of capital contributions made to the Partnership by the limited partners is Four Hundred Seventy-Five Thousand (\$475,000.00) dollars.

2. The total amount anticipated to be contributed by the limited partners is Four Hundred Seventy-Five Thousand (\$475,000.00) dollars.

FURTHER AFFIANT SAYETH NOT.

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

By: [Signature]
Stephen A. Freeman, President
of 3F Holdings II, Inc.

By: [Signature]
Alan Wasserstein, President
of Jerika Properties II, Inc.

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing Certificate and Affidavit were acknowledged before me this 10 day of January, 1997 by Alan Wasserstein, President of Jerika Properties II, Inc., and Stephen A. Freeman, President of 3F Holdings II, Inc., the general partners of and on behalf of 3F-Linda Limited Partnership, a Florida limited partnership. They are personally known to me or have produced drivers' licenses as identification and did take an oath.

PREPARED BY:
Stephen A. Freeman, Empire
Florida Bar No. 148795
FREEMAN BUTTERMAN & FREER
520 Brickell Bay Drive, Suite 0-305
Miami, Florida 33131
(305) 374-3800

[Signature]
Notary Public, State of Florida, at Large

Printed Name of Notary:

Commission No.:
My Commission Expires:

OFFICIAL NOTARY SEAL
LEONOR I HUNNICUTT
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC38229
MY COMMISSION EXP. JUNE 15, 1999

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