

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-0171
904-222-0393 FAX

800-342-8086



A96000002488

ACCOUNT NO. : 072100000032

REFERENCE : 204232 4320025

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 30, 1996

ORDER TIME : 8:28 AM

ORDER NO. : 204232-005

CUSTOMER NO: 4320025

CUSTOMER: Ms. Debra Barnes
PACKMAN, NEUWAHL & ROSENBERG

1500 San Remo Avenue
Suite 125
Coral Gables, FL 33146

100002048801--0
-01/07/97--01111--011
***1487.50 ***1487.50

DOMESTIC FILING

NAME: 319 CARRIAGE HOUSE, LTD

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail Williams

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 30 AM 11:45

TAX 1487.50
FILING 35.00
R. AGENT FEE 52.50
C. COPY 1487.50
TOTAL
N. BANK
BALANCE DUE
IFFIND

RECEIVED
96 DEC 30 AM 9:52
DIVISION OF CORPORATIONS
12/30/96
148

**319 CARRIAGE HOUSE, LTD.
CERTIFICATE OF LIMITED PARTNERSHIP**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 30 AM 10:46

Pursuant to § 620.108 of the Florida Statutes, the undersigned person, desiring to form a Florida Limited Partnership, hereby swears to and affirms as follows:

1. The name of the Limited Partnership shall be 319 CARRIAGE HOUSE, LTD.

2. The character of the business is the acquisition, development, ownership, renting, operation, and/or disposition by sale or exchange of real and/or personal property and/or any other lawful enterprise.

3. The location of the principal place of business is 200 South Biscayne Boulevard, Suite 2410, Miami, Florida 33131. The name and address of the agent for service of process is Atrium Registered Agents, Inc., 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146.

4. The name and business address of the General Partner shall be as follows:

p9600003428
319 Carriage House, Inc.
200 South Biscayne Boulevard
Suite 2410
Miami, Florida 33131

5. The mailing address for the Limited Partnership shall be as follows:

319 Carriage House, Ltd.
200 South Biscayne Boulevard
Suite 2410
Miami, Florida 33131

6. The term of the Partnership shall commence upon the filing of this Certificate of Limited Partnership with the Secretary of State of the State of Florida, and it shall continue for fifty (50) years from such filing, unless otherwise terminated or extended in accordance with the provisions of the Partnership Agreement.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 30 AM 10:46

BEFORE ME, the undersigned, personally appeared HILDA MONTERO, President of 319 Carriage House, Inc., the General Partner of 319 CARRIAGE HOUSE, LTD., a Florida limited partnership (hereinafter referred to as the "Partnership"), who upon being sworn, certified as follows:

The amount of initial capital contributions of the limited partners is \$100. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 200,000.

This 27 day of December, 1996.

FURTHER AFFIANT SAYETH NAUGHT.

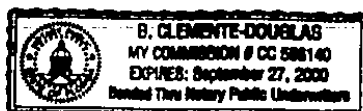
Under penalties of perjury, I declare that I have read the foregoing and the facts alleged are true, to the best of my knowledge and belief.

319 CARRIAGE HOUSE, INC.,
General Partner

BY: Hilda Montero
HILDA MONTERO, President

STATE OF FLORIDA)
COUNTY OF DADE) SS:

The foregoing instrument was acknowledged before me this 27th day of December, 1996, by HILDA MONTERO, President of 319 CARRIAGE HOUSE, INC., who did execute the foregoing Affidavit of Capital Contributions as General Partner, who is personally known to me, or who has produced (personally known) as identification, and being first duly sworn, acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed.



B. Clemente-Douglas
Signature NOTARY PUBLIC

Berry Clemente-Douglas
Printed Name of NOTARY PUBLIC

CC 556140
Commission Number

IN WITNESS WHEREOF, the parties hereto have executed this Certificate of Limited Partnership on the 27 day of December, 1996, effective upon filing same with the Florida Department of State.

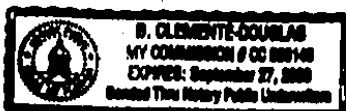
319 CARRIAGE HOUSE, INC.
General Partner

BY:

Hilda Montero
HILDA MONTERO, President

STATE OF FLORIDA)
COUNTY OF DADE) SS:

The foregoing instrument was acknowledged before me this 27th day of December, 1996, by HILDA MONTERO, President of 319 CARRIAGE HOUSE, INC., who did execute the foregoing Certificate of Limited Partnership as General Partner, who is personally known to me, or who has produced (personally known) as identification, and being first duly sworn, acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed.



B. Clemente-Douglas
Signature of NOTARY PUBLIC

Berry Clemente-Douglas
Printed Name of NOTARY PUBLIC

CC 556140
Commission Number

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for 319 CARRIAGE HOUSE, LTD., a Florida limited partnership in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT
ATRIUM REGISTERED AGENTS, INC.

BY:

Dennis Ginsburg
DENNIS GINSBURG, Vice President

CERTIF-1
20/2*4669