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FLORIDA DIVISION OF CORPORATIONS
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CONTACT: ROSE CARBONE
PHONE: (561)650-0726

FAX #: (561)655-5677

NAME: GRIPHON MARLINS INVESTORS LTD.

AUDIT NUMBER.....H97000018716

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..1 PAGES..... 7

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**CERTIFICATE OF LIMITED PARTNERSHIP OF
GRIPHON MARLINS INVESTORS LTD.,
a Florida limited partnership**

The undersigned general partner(s), desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620.108, Florida Statutes, hereby certifies the following:

1. Name Of Partnership. The name of the Partnership is as follows:

Griphon Marlins Investors Ltd.

2. Address of Record Keeping Office. The address of the record keeping office of the Partnership in the State of Florida is as follows:

777 South Flagler Drive
Suite 500 - East Tower
West Palm Beach, Florida 33401

3. Registered office and Agent. The name and address of the agent for service of process on the Partnership is as follows:

Valdes-Fauli Corporate Services, Inc.
777 South Flagler Drive
Suite 500 - East Tower
West Palm Beach, Florida 33401

4. Same and Business Address of General Partner. The name and business address of each general partner is/are as follows:

Griphon Marlins L.P.

B97-604

152 West 57th Street
38th Floord
New York, New York 10019

Umbrella Bear, Inc.

097-96183

c/o The Travelers Realty
Attn: Mr. Michael Watson
388 Greenwich Street
New York, New York 10013

Gregory K. Bader, Esq. (FL Bar #25046)
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
777 S. Flagler Drive, Suite 500 East
West Palm Beach, FL 33401
(561) 655-1980
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Griphon Marlins Investors Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Partnership and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

VALDES-FAULI CORPORATE
SERVICES, INC.By 

Michael V. Mitrione, Vice President

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

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GENERAL PARTNERS

GRIPHON MARLINS L.P.

By: Griphon Golden Bear LLC
General Partner

By: Griphon Real Estate Partners LLC
Managing Member

By: Griphon Partners LLC
Managing Member

By: [Signature]
Name:
Title:

UMBRELLA BEAR, INC.

By: _____

Name:
Title:

SECRETARY OF STATE
FLORIDA

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STATE OF NEW YORK
COUNTY OF NEW YORK

THE FOREGOING instrument was acknowledged and sworn to me this 10th day of November, 1997, by Robert F. Greenhill, Jr., an authorized signatory of the managing member of the managing member of the general partner of Griphon Marlins L.P., the general partner of Griphon Marlins Investors Ltd.

Karen M. Willis

Notary Public
State of New York

KAREN M. WILLIS
Notary Public, State of New York
No. 02415083840
Qualified in New York County
Commission Expires Aug 18, 1999

My Commission Expires: August 18, 1999

STATE OF NEW YORK
COUNTY OF NEW YORK

THE FOREGOING instrument was acknowledged and sworn to me this 10th day of November, 1997, by _____, the _____ of Umbrella Bear Inc., the general partner of Griphon Marlins Investors Ltd.

Notary Public
State of New York

My Commission Expires:

H97000018716

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

GENERAL PARTNERS

GRIPHON MARLINS L.P.

By: Grifphon Golden Bear LLC
General Partner

By: Grifphon Real Estate Partners LLC
Managing Member

By: Grifphon Partners LLC
Managing Member

By: _____
Name: _____
Title: _____

UMBRELLA BEAR, INC.

By: *Michael Watson*
Name: MICHAEL WATSON
Title: VICE PRESIDENT

SECRETARY OF STATE
CLAUDE L. HARRIS
CLAUDE L. HARRIS

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STATE OF NEW YORK
COUNTY OF NEW YORK

THE FOREGOING instrument was acknowledged and sworn to me this 10th day of November, 1997, by Robert F. Greenhill, Jr., an authorized signatory of the managing member of the managing member of the general partner of Grifphon Marlins L.P., the general partner of Grifphon Marlins Investors Ltd.

Notary Public
State of New York

My Commission Expires: August 18, 1999

STATE OF NEW YORK
COUNTY OF NEW YORK

THE FOREGOING instrument was acknowledged and sworn to me this 10th day of November, 1997, by *Michael Watson*, the *VICE PRESIDENT* of Umbrella Bear Inc., the general partner of Grifphon Marlins Investors Ltd.

Jeanne Winter
Notary Public
State of New York

My Commission Expires:

JEANNE WINTER
Notary Public, State of New York
No. 01184527894
Qualified in Bronx County
Commission Expires Jan. 27, 1999

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared (i) Robert F. Greenhill, the principal of the managing member of the managing member of the general partner of Griphon Martins Investors Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership," and (ii) Michael Watson, the Secretary of the general partner of the Partnership, who certify as follows:

1. The total amount of capital contributions of the limited partners to the Partnership is \$13,200,000.00.

2. The limited partners do not anticipate making any additional capital contributions to the Partnership.

Executed this the 10th day of November, 1997.

FURTHER AFFIANT SAYETH NOT.

* * *

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TALLAHASSEE, FLORIDA

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5. Mailing Address. The mailing address of the Partnership is as follows:

152 West 57th Street
38th Floor
New York, New York 10019

6. Latest Date Upon Which Partnership Is To Dissolve. The latest date upon which the Partnership is to dissolve is November 30, 2047.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the general partners, Griphon Marlins L.P. and Umbrella Bear, Inc., of Griphon Marlins Investors Ltd. this the 10th day of November, 1997.

GENERAL PARTNERS

GRIPHON MARLINS L.P.

By: Griphon Golden Bear LLC
Managing Member

By: Griphon Real Estate Partners LLC
Managing Member

By: Griphon Partners LLC
Managing Member

By: _____
Name: _____
Title: Principal

UMBRELLA BEAR, INC.

By: 
Name: MICHAEL WATSON
Title: VICE PRESIDENT

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5. Mailing Address. The mailing address of the Partnership is as follows:

152 West 57th Street
38th Floord
New York, New York 10019

6. Latest Date Upon Which Partnership Is To Dissolve. The latest date upon which the Partnership is to dissolve is November 30, 2047.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the general partners, Griphon Marlins L.P. and Umbrella Bear, Inc., of Gripon Marlins Investors Ltd. this the 10th day of November, 1997.

GENERAL PARTNERS

GRIPHON MARLINS L.P.

By: Griphon Golden Bear LLC
Managing Member

By: Griphon Real Estate Partners LLC
Managing Member

By: Griphon Partners LLC
Managing Member

By: [Signature]
Name:
Title: Principal

UMBRELLA BEAR, INC.

By: _____
Name:
Title:

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