



**THE UNITED STATES  
CORPORATION  
COMPANY**

# A97000002465

ACCOUNT NO. : 072100000032

REFERENCE : 599631 125852A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 13, 1997

ORDER TIME : 10:21 AM

ORDER NO. : 599631-005

CUSTOMER NO: 125852A

CUSTOMER: Carol Housman, Legal Asst  
COHEN & FRIEDMAN, P.A.

Suite 530  
1401 Brickell Avenue  
Miami, FL 33131

500002350665--7

-11/18/97--01065--001  
\*\*\*1837.50 \*\*\*1837.50

**FILED**  
97 NOV 13 PM 1:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: CLUB APTS., LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

STATE TAX	
FILING	1750.00
R. AGENT FEE	35.00
3. COPY	52.50
TOTAL	\$ 1,837.50
N. BANK	
BALANCE DUE	
OFFIND	

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

11/13/97  
BK  
RECORDED  
57 NOV 13 AM 11:37  
DEPARTMENT OF CORPORATION

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
CLUB APTS., LTD.,  
a Florida limited partnership**

**FILED**  
97 NOV 13 PM 1:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

1. The name of the limited partnership is CLUB APTS., LTD. (the "Partnership").
2. The mailing address of the Partnership and the office of the Partnership is 1401 Brickell Avenue, Suite 530, Miami, Florida 33131.
3. The name and address of the agent for service of process on the Partnership is Michael Dean Friedman, 1401 Brickell Avenue, Suite 530, Miami, Florida 33131.
4. The name and business address of the general partner is Michael Dean Friedman, 1401 Brickell Avenue, Suite 530, Miami, Florida 33131.
5. The latest date upon which the Partnership shall dissolve is December 31, 2047.
6. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest, shall be executed in the Partnership name by the general partner.

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.

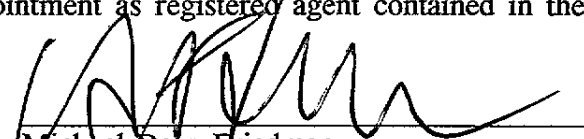
IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the sole general partner of CLUB APTS., LTD. this 12 day of November, 1997.

GENERAL PARTNER:

  
Michael Dean Friedman

**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Certificate of Limited Partnership.

  
Michael Dean Friedman

Date: November 12, 1997

AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA       )  
                                      ) SS:  
COUNTY OF DADE       )

FILED  
97 NOV 13 PM 1:00  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

BEFORE ME, the undersigned authority, personally appeared MICHAEL DEAN FRIEDMAN, the sole general partner of CLUB APTS., LTD., a Florida limited partnership (the "Partnership"), who upon being duly sworn, certifies as follows:

1. The amount of capital contribution to the Partnership made by the limited partners of the Partnership is, in the aggregate, One Million Eight Hundred Thousand and no/100 (\$1,800,000.00) Dollars.
2. No additional capital contributions are anticipated to be made by any limited partner of the Partnership.

FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury, I declare that I have read the foregoing and that which is asserted above is true, to the best of my knowledge and belief.

GENERAL PARTNER:

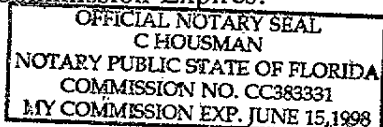
  
Michael Dean Friedman

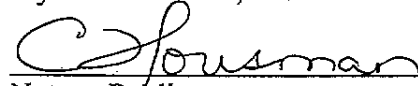
Date: November 12, 1997

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Michael Dean Friedman, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contribution, and he acknowledged to me and before me that he executed this Affidavit as the sole general partner of the Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 12<sup>th</sup> day of November, 1997.

My Commission Expires:



  
Notary Public  
State of Florida at Large