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MICHAEL D. WHALEN
GARY L. WILKINSON

L. PETER JOHNSON (1942-1998)

November 17, 1997

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-11/20/97--01070--001
***1837.50 ***1802.50

Re: Town Square at Saint Johns Limited

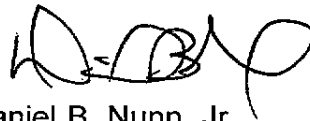
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-11/20/97--01070--001
***1837.50 ***1837.50

To Whom It May Concern:

Enclosed please find an original and one copy of fully executed Certificate of Limited Partnership, Certificate of Acceptance of Designation of Registered Agent and Affidavit of Capital Contributions on behalf of the above-referenced limited partnership, along with a check in the amount of \$1,837.50 from Aventura Properties, Inc. for filing fees related to this request. Please forward a certified copy of the Certificate to my attention at the above address.

If you should have any questions or concerns pertaining to this matter, please do not hesitate to contact me.

Very truly yours,



Daniel B. Nunn, Jr.

DBN/hw
Enclosures

FILED
97 NOV 20 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP OF
TOWN SQUARE AT SAINT JOHNS LIMITED

FILED
97 NOV 20 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, in order to form a limited partnership (the "Partnership") in accordance with Sections 620.108 and 620.114 of the Florida Statutes (1995), certifies the following:

1. The name of the Partnership is Town Square at Saint Johns Limited.
2. The street address and mailing address of the principal place of business of the Partnership in the state of Florida is 107 Planters Row West, Ponte Vedra Beach, Florida 32082.
3. The name and address of the initial registered agent of the Partnership in the state of Florida is Marvin H. Goldberg, M.D., 107 Planters Row West, Ponte Vedra Beach, Florida 32082.
4. The name and address of the general partner of the Partnership is as follows:

Name

897-99293

Aventura/Town Square, Inc.

Address

107 Planters Row West
Ponte Vedra Beach, Florida 32082

5. The term for which the Partnership is to exist as a limited partnership shall commence on the date of filing and shall continue until December 31, 2030, unless sooner dissolved in accordance with the Agreement of Limited Partnership of Town Square at Saint Johns Limited, or by an act or event specified by law as one effecting dissolution.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership this 13th day of November, 1997.

AVENTURA/TOWN SQUARE, INC.,
a Florida corporation

By: Marvin H. Goldberg
Marvin H. Goldberg, M.D.
Its President

"GENERAL PARTNER"


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF ACCEPTANCE OF
DESIGNATION OF REGISTERED AGENT OF
TOWN SQUARE AT SAINT JOHNS LIMITED**

Pursuant to Sections 620.105 and 620.192, Florida Statutes (1995), the undersigned, having been designated as the initial Registered Agent for the service of process within the state of Florida upon Town Square at Saint Johns Limited, a limited partnership organized under the laws of the state of Florida, does hereby accept the appointment as Registered Agent for the above-named limited partnership, and does hereby agree to comply with any and all statutes relative to the proper performance of the duties of Registered Agent, including the maintenance of a Registered Office, which such Registered Office is located at 107 Planters Row West, Ponte Vedra Beach, Florida 32082.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at PONTE VEDRA BEACH, Florida, on this 13th day of NOVEMBER, 1997.


Marvin H. Goldberg, M.D.
Registered Agent

FILED
97 NOV 20 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF DUVAL

Marvin H. Goldberg, M.D., as President of Aventura/Town Square, Inc., a Florida corporation, being duly sworn, says that Aventura/Town Square, Inc. is the general partner of Town Square at Saint Johns Limited (the "Limited Partnership"), and that the sum of FIVE MILLION DOLLARS (\$5,000,000.00) shall be contributed as capital to the Limited Partnership by the limited partners of said Limited Partnership. It is anticipated that a total of FIVE MILLION THREE HUNDRED THOUSAND DOLLARS (\$5,300,000.00) will be contributed to the partnership by the limited partners as capital.

AVENTURA/TOWN SQUARE, INC.
a Florida corporation

By:

Marvin H. Goldberg
Marvin H. Goldberg, M.D.
Its President

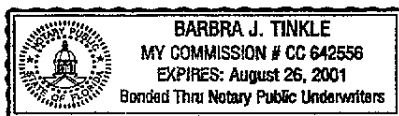
"GENERAL PARTNER"

FILED
97 NOV 20 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 13th day of NOVEMBER, 1997, by Marvin H. Goldberg, M.D. as President of Aventura/Town Square, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification and did take an oath.



Barbra J. Tinkle
Notary Public, State of Florida
Print: _____

My Commission expires:
Commission No.: