

A97000002564



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 611022 4331939

AUTHORIZATION :

Patricia Pujate

COST LIMIT : \$ ~~633.50~~ \$ 1,837.50

ORDER DATE : November 24, 1997

ORDER TIME : 10:02 AM

ORDER NO. : 611022-005

CUSTOMER NO: 4331939

CUSTOMER: Kristy Hair, Legal Assistant
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P.A.
515 East Las Olas Boulevard
Suite 1500
Fort Lauderdale, FL 33301

0000025530--0

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 NOV 25 PM 4:40

FILED

DOMESTIC FILING

NAME: GRIFFIN ROAD SHOPPING CENTER
ASSOCIATES, LTD.

EFFECTIVE DATE: NOVEMBER 22, 1997

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS:

RECEIVED
97 NOV 24 AM 10:38
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 24, 1997

KIM CLEMONS
CSC
TALLAHASSEE, FL

SUBJECT: GRIFFIN ROAD SHOPPING CENTER ASSOCIATES, LTD.
Ref. Number: W97000026477

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97 NOV 25 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for GRIFFIN ROAD SHOPPING CENTER ASSOCIATES, LTD. and the authorization to debit your account in the amount of \$633.50. However, the document has not been filed and is being returned for the following:

Pursuant to section 620.108, Florida Statutes, an affidavit declaring the amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners must accompany the certificate of limited partnership. The affidavit must be signed by all general partners.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 897A00056188

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
GRIFFIN ROAD SHOPPING CENTER ASSOCIATES, LTD.**

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), and Section 620.108 of the Florida Statutes, the undersigned, being the sole General Partner of **GRIFFIN ROAD SHOPPING CENTER ASSOCIATES, LTD.**, hereby duly executes and files with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is **GRIFFIN ROAD SHOPPING CENTER ASSOCIATES, LTD.**

2. The business address and the mailing address of the limited partnership is 2601 East Oakland Park Boulevard, Suite 604, Fort Lauderdale, Florida 33306.

3. The name of the registered agent for service of process required by Section 620.105 of the Florida Statutes is:

Corporation Service Company

4. The Florida street address for the registered agent is:

1201 Hays Street
Tallahassee, Florida 32301

5. Acceptance of Appointment of Registered Agent:

Having been named the statutory registered agent of **GRIFFIN ROAD SHOPPING CENTER ASSOCIATES, LTD.**, at the place designated in this Certificate of Limited Partnership of **GRIFFIN ROAD SHOPPING CENTER ASSOCIATES, LTD.**, I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by Chapter 620.192 of the Florida Statutes and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.

CORPORATION SERVICE COMPANY,
Registered Agent

By: Karen B. Ryan
Dated: _____, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6. The name and business address of the general partner is as follows:

REC Development, Inc.
2601 East Oakland Park Boulevard
Suite 604
Fort Lauderdale, Florida 33306

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7. The latest date on which the limited partnership is to dissolve is December 31, 2046.

IN WITNESS WHEREOF, the sole General Partner has executed the foregoing Certificate of Limited Partnership on this 16 day of September, 1997 in accordance with Section 620.114 of the Florida Statutes.

REC DEVELOPMENT, INC., a Florida corporation, General Partner

By: Richard E. Cook
Print Name: RICHARD E. COOK
Title: PRESIDENT

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97 NOV 25 PM 4:40
CLERK OF STATE
TALLAHASSEE, FLORIDA

STATE OF Florida
COUNTY OF Broward

SS:

The foregoing instrument was acknowledged before me this 16th day of Sept., 1997 by Richard E. Cook in his/her capacity as President of REC DEVELOPMENT, INC. The aforesaid personally appeared before me, is personally known to me, or produced as identification, and [did] [did not] take an oath.

[NOTARIAL SEAL]



Notary: Lori Husband
Print Name: LORI HUSBAND
Notary Public, State of: Florida
My commission expires: 4/29/2001

AFFIDAVIT

BEFORE ME, the undersigned, constituting the sole general partner of **GRIFFIN ROAD SHOPPING CENTER ASSOCIATES, LTD.**, a Florida limited partnership, certifies that the initial Limited Partner of **GRIFFIN ROAD SHOPPING CENTER ASSOCIATES, LTD.** has contributed property valued at \$78,000 to the Partnership as its initial capital contribution. The initial Limited Partner anticipates making an additional capital contribution of \$4,195,000.00

FURTHER AFFIANT SAYETH NAUGHT.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

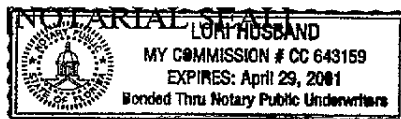
REC DEVELOPMENT, INC., a Florida corporation, General Partner

By: *Richard E Cook*
Print Name: RICHARD E COOK
Title: PRESIDENT

STATE OF Florida)
COUNTY OF Broward)

SS:

The foregoing instrument was acknowledged before me this 16th day of Sept., 1997 by Richard E Cook in his/her capacity as _____ of **REC DEVELOPMENT, INC.** The aforesaid _____ personally appeared before me, is personally known to me or produced _____ as identification, and [did] [did not] take an oath.



Notary: *Lori Husband*
Print Name: LORI HUSBAND
Notary Public, State of: Florida
My commission expires: 4/29/2001