



THE UNITED STATES  
CORPORATION  
COMPANY

A97000002601

ACCOUNT NO. : 072100000032

REFERENCE : 618532 4311473

AUTHORIZATION :

*Patricia Pizzuti*

COST LIMIT : \$ 140.00

ORDER DATE : December 2, 1997

ORDER TIME : 11:37 AM

ORDER NO. : 618532-010

CUSTOMER NO: 4311473

CUSTOMER: Ms. Sandra Zogby  
STEARNS WEAVER MILLER WEISSLER  
ALHADEFF & SITTERSON, P.A.  
Museum Tower, Suite 2200  
150 West Flagler Street  
Miami, FL 33130

200002361032--0

FILED  
97 DEC -2 PM 14:02  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

DOMESTIC FILING

NAME: TCG CARLISLE GARDENS, LTD.

EFFECTIVE DATE:

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: Jon A Bowling

EXAMINER'S INITIALS:

*BK*

RECEIVED  
97 DEC -2 PM 12:16  
DIVISION OF CORPORATION

File 2nd

12/2/97

CERTIFICATE OF LIMITED PARTNERSHIP

OF

TCG CARLISLE GARDENS, LTD.

FILED  
97 DEC -2 PM 4:02  
TALLAHASSEE  
SECRETARY OF STATE

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole General Partner of TCG CARLISLE GARDENS, LTD., a Florida limited partnership (the "Partnership"), hereby executes and submits for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:

TCG CARLISLE GARDENS, LTD.

2. The office and principal place of business for the Partnership currently is:

3225 Aviation Avenue, Suite 700  
Coral Gables, Florida 33133

3. The name and address of the agent for service of process on the Partnership is:

Luis A. Gonzalez  
c/o The Carlisle Group  
3225 Aviation Avenue, Suite 700  
Coconut Grove, FL 33133

4. The name and address of the sole General Partner of the Partnership is:

TCG CARLISLE GARDENS, INC.  
3225 Aviation Avenue, Suite 700  
Coconut Grove, FL 33133

P97000101456

5. The mailing address of the Partnership is:

3225 Aviation Avenue, Suite 700  
Coconut Grove, FL 33133

6. The latest date upon which the Partnership shall dissolve is December 31, 2027.

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as sole General Partner, pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: November \_\_\_\_, 1997

TCG CARLISLE GARDENS, INC. a  
Florida corporation, as General  
Partner

By: 

Luis A. Gonzalez

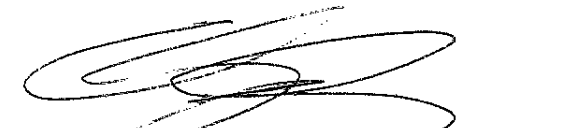
Its: Vice President

97 DEC -2 PM 4:02  
FILED  
TALLAHASSEE FLORIDA  
CLERK OF STATE

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Luis A. Gonzalez hereby accepts his appointment as registered agent for TCG CARLISLE GARDENS, LTD., a Florida limited partnership and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: November \_\_\_\_, 1997

  
Luis A. Gonzalez

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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TALLAHASSEE, FLORIDA

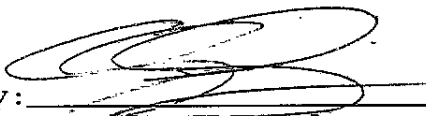
STATE OF FLORIDA       )  
                              ) SS:  
COUNTY OF DADE        )

BEFORE ME, the undersigned authority, personally appeared Stewart I. Marcus as President of TCG CARLISLE GARDENS, INC., a Florida corporation, as sole General Partner of TCG CARLISLE GARDENS, LTD., a Florida limited partnership (the "Partnership"), who states as follows:


1. The aggregate capital contributions made by the Limited Partners of the Partnership to the Partnership is \$99.00.

2. It is not anticipated that the Limited Partners will make any additional contributions to the capital of the Partnership other than as set forth in Number 1, above.

TCG CARLISLE GARDENS, INC., a  
Florida corporation, as General  
Partner

By:   
Luis A. Gonzalez  
Its: Vice President

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of November, 1997 by Luis A. Gonzalez as Vice President of TCG CARLISLE GARDENS, INC., a Florida corporation, as sole General Partner of TCG CARLISLE GARDENS, LTD., a Florida limited partnership (the "Partnership"), who is personally known to me or who has produced a driver's license as identification and who did not take an oath.

  
\_\_\_\_\_  
Print or Stamp Name:  
Notary Public, State of Florida at Large  
Commission No.:  
My Commission Expires:

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