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NAME: CONSOLIDATED AMALGAMATED PARTNERSHIP, LTD
AUDIT NUMBER.....H97000020445
DOC TYPE.....FLORIDA LIMITED PARTNERSHIP
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
CONSOLIDATED AMALGAMATED PARTNERSHIP, LTD.**

The undersigned general partner represents that it has formed a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (the "Act"), and that it has executed this Certificate of Limited Partnership pursuant to the foregoing Act and states herein as follows:

I. Name

The name of the limited partnership is:

CONSOLIDATED AMALGAMATED PARTNERSHIP, LTD.

II. Records of the Partnership

The address of the office in Florida at which place the records of the partnership shall be maintained is as follows:

1500 San Remo Avenue, Suite 135
Coral Gables, Florida 33146

III. Registered Agent

The address of the registered office of the partnership and the name of the registered agent for service of process located at that office is as follows:

Intrastate Registered Agent Corporation, Inc.
701 Brickell Avenue, Suite 3000
Miami, Florida 33131

THIS INSTRUMENT WAS PREPARED BY:

Kenneth D. Kossow, Esq.
Fla. Bar No.: 0012203
Holland & Knight
701 Brickell Ave., Suite 3000
Miami, Florida 33131
tel: (305) 374-8500
fax: (305) 789-7799

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IV. General Partner

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

Commercial Florida Real Estate Services, Inc.
1500 San Remo Avenue, Suite 135
Coral Gables, Florida 33146

P97-104384

V. Mailing Address

The mailing address of the partnership is as follows:

c/o Commercial Florida Real Estate Services, Inc.
701 Brickell Avenue, Suite 3000
Miami, FL 33131

VI. Dissolution

The latest date on which the partnership is to dissolve is December 31, 2047.

WHEREFORE, the undersigned, the General Partner of the partnership, has executed this Certificate of Limited Partnership on December 11, 1997.

GENERAL PARTNER:

Commercial Florida Real Estate Services, Inc.,
a Florida corporation

By: K. Kossow
Name: Kenneth D. Kossow
Title: Incorporator

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LIMITED PARTNERSHIP REGISTERED AGENT DESIGNATION

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED. IN COMPLIANCE WITH SECTION 620.105, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT Consolidated Amalgamated Partnership, Ltd.

WITH ITS PLACE OF BUSINESS AT 1500 San Remo Ave Suite 135 Coral Gables FL 33146

HAS NAMED Intrastate Registered Agent Corporation, Inc., a Florida corporation

LOCATED AT 701 Brickell Avenue, Suite 3000, Miami, Florida 33131

CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

GENERAL PARTNER:

Commercial Florida Real Estate Services, Inc.,
a Florida corporation

By: K. D. Kossow
Name: Kenneth D. Kossow
Title: Incorporator
Date: December 11, 1997

Having been named to accept Service of Process for the above-stated Limited Partnership, at the place designated in this certificate, Intrastate Registered Agent Corporation, Inc., a Florida corporation, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and accepts the duties and obligations of Section 620.192, Florida Statutes.

REGISTERED AGENT:

Intrastate Registered Agent Corporation, Inc., a Florida corporation

By: Steven H. Hagen
Name: Steven H. Hagen
Title: Vice President
Date: December 11, 1997

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NAME: KENNETH D. Kossow
Title: Incorporator
Date: December 11, 1997

STATE OF FLORIDA
COUNTY OF DADE

I am a Notary Public authorized to administer oaths and to take acknowledgements in and for the state and county set forth above. The foregoing Affidavit of Capital Contributions was acknowledged, subscribed, and sworn to before me by Kenneth D. Kossow on this 11 day of December, 1997.

Rosa M. Ancheta

Notary Public - State of Florida

Personally Known _____
Produced Identification _____
Type of Identification _____
MIA4-571327

Print Notary Name: _____

My Commission Number is: _____

My Commission Expires: _____



ROSA M. ANCHETA
My Commission CC421027
Expires Nov. 16, 1998
Bonded by ANB
800-882-5878

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

I, Kenneth D. Kossow, having been sworn, hereby declare and certify that I am Incorporator of Commercial Florida Real Estate Services, Inc., a Florida corporation, which corporation is the sole general partner of Consolidated Amalgamated Partnership, Ltd., a Florida limited partnership (the "Partnership"), and that:

1. The amount of the initial capital contributions of the limited partners of the Partnership is \$0-.
2. The total amount of capital anticipated to be contributed by the limited partners of the Partnership is \$ 13,000,000.00

This 11th day of December, 1997

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

Commercial Florida Real Estate Services, Inc.,
a Florida corporation

By: [Signature]
Name: Kenneth D. Kossow
Title: Incorporator
Date: December 11, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA
COUNTY OF DADE**

I am a Notary Public authorized to administer oaths and to take acknowledgements in and for the state and county set forth above. The foregoing Affidavit of Capital Contributions was acknowledged, subscribed, and sworn to before me by Kenneth D. Kossow on this 11 day of December, 1997.

[Signature]

Notary Public - State of Florida

Personally Known _____
Produced Identification _____
Type of Identification _____
MIA4-S71327

Print Notary Name: _____
My Commission Number is: _____
My Commission Expires: _____



ROSA M. ANCHETA
My Commission CC421027
Expires Nov. 16, 1998
Bonded by ABE
800-882-6878

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