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FROM: MURAI, WALD, BIONDO, MORENO, P.A.
CONTACT: NIURKA ALONSO
PHONE: (305) 358-5900

ACCT#: 076150002103

FAX #: (305) 358-9490

NAME: GRTP TAMPA PALMS LIMITED PARTNERSHIP

AUDIT NUMBER.....H97000020746

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 4

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
GRTP TAMPA PALMS LIMITED PARTNERSHIP

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, certify as follows:

1. The name of the Partnership is GRTP TAMPA PALMS LIMITED PARTNERSHIP.

2. The purpose of the Partnership is to acquire and manage real and personal property.

3. The principal place of business and mailing address of the Partnership is 1101 North Lake Destiny Drive, Suite 400, Maitland, Florida 32751.

4. The name and principal place of business of the General Partner is as follows:

General Partner: GRTP, INC. 897-80328
c/o Del American Properties, Inc.
1101 N. Lake Destiny Drive
Suite 400
Maitland, Florida 32751

5. The term for which the Partnership is to exist is from the date the Certificate of Limited Partnership is issued from the Secretary of State, through December 31, 2050, unless sooner terminated.

6. The amount of property initially contributed by the Limited Partners is \$1,000.00.

7. The Limited Partners are not required to contribute additional capital to the Partnership.

THIS INSTRUMENT PREPARED BY:
Gerald J. Biondo, Esq.
FL Bar #: 154713
Murai Wald Biondo & Moreno, P.A.
25 Southeast Second Avenue, Suite 900
Miami, Florida 33131
(305) 358-5900

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8. The name and address of the Registered Agent for service of process is:

Christopher DelGuidice
1101 N. Lake Destiny Drive
Suite 400
Maitland, Florida 32751

IN WITNESS WHEREOF, the undersigned, being duly sworn, have certified, sworn to and agreed to the foregoing this 16 day of DECEMBER, 1997.

GENERAL PARTNER

GRTP, INC.

By:

Christopher DelGuidice
Christopher DelGuidice
President

STATE OF FLORIDA)
): ss.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 16 day of DECEMBER, 1997 by CHRISTOPHER DELGUIDICE, as President of GRTP, INC., the general partner of GRTP TAMPA PALMS LIMITED PARTNERSHIP on behalf of the partnership. He is personally known to me or has produced N/A as identification.

Donald L. Kafka
NOTARY PUBLIC, STATE OF FLORIDA
Print name: DONALD L. KAFKA
Commission No.: _____

My Commission expires:

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Donald L. Kafka
MY COMMISSION # CC801193 EXPIRES
November 24, 2000
BONDED THRU TROY FARM INSURANCE, INC.

FILED
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DIVISION OF CORPORATIONS

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CERTIFICATE OF REGISTERED AGENT
OF
GRTP TAMPA PALMS LIMITED PARTNERSHIP

In pursuance of Chapter 620.105, Florida Statutes, the following is submitted, in compliance with said Act:

That GRTP TAMPA PALMS LIMITED PARTNERSHIP, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Certificate of Limited Partnership, at the City of Maitland, County of Orange, State of Florida, has named Christopher DelGuidice, 1101 North Lake Destiny Drive, Suite 400, Maitland, Florida 32751, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 16 day of December, 1997.


Christopher DelGuidice

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DIVISION OF CORPORATIONS

Fax Audit # H97000020746

AFFIDAVIT

BEFORE ME, the undersigned authority, personally appeared CHRISTOPHER DELGUIDICE, who being duly sworn deposes and states as follows:

1. That he is the President of GRTP, INC., the sole general partner in the partnership known as GRTP TAMPA PALMS LIMITED PARTNERSHIP.


2. That the amount of capital contributions contributed by the limited partners is \$1,000.00, which amount is the total amount anticipated to be contributed by the limited partners.

3. Further Affiant sayeth naught.


CHRISTOPHER DELGUIDICE

STATE OF FLORIDA)
): ss.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 16 day of DECEMBER, 1997 by CHRISTOPHER DELGUIDICE, who is personally known to me or who has produced n/a as identification.


NOTARY PUBLIC, STATE OF FLORIDA
Print name: DONALD L. KAFKA
Commission No.: 9711

My Commission expires:



Donald L. Kafka
MY COMMISSION # 00801193 EXPIRES
November 24, 2000
BONDED THRU TROY PAW INSURANCE, INC.

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