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CONTACT: DEB KORFAGE

PHONE: (561)650-0729

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NAME: OCEAN KEY ASSOCIATES, LTD.

AUDIT NUMBER.....H97000021192

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0 PAGES..... 4

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**CERTIFICATE OF LIMITED PARTNERSHIP OF
OCEAN KEY ASSOCIATES, LTD.
a Florida limited partnership**

The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620.108, Florida Statutes, hereby certifies the following:

1. Name of Partnership. The name of the Partnership is as follows:

Ocean Key Associates, Ltd.

2. Address of Record Keeping Office. The address of the record keeping office of the Partnership in the State of Florida is as follows:

777 S. Flagler Drive, Suite 500E
West Palm Beach, Florida 33401

3. Registered Office and Agent. The name and address of the agent for service of process on the Partnership is as follows:

Valdes-Fauli Corporate Services, Inc.
777 S. Flagler Drive, Suite 500E
West Palm Beach, Florida 33401

4. Name and Business Address of General Partner. The name and business address of the general partner is as follows:

Ocean Key Realty, Inc. *997-107087*
c/o Michael E. Rosen
The Rosen Development Group, Inc.
550 Mamaroneck Avenue
Harrison, New York 10528

5. Mailing Address. The mailing address of the Partnership is as follows:

c/o Michael E. Rosen
The Rosen Development Group, Inc.
550 Mamaroneck Avenue
Harrison, New York 10528

Hugh William Perry, Esq.
FL BAR # 0603600
Gunster, Yoakley, Valdes-Fauli
& Stewart, P.A.
777 S. Flagler Dr., Suite 500E
West Palm Beach, FL 33401
(561) 655-1980

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6. Latest Date Upon Which Partnership Is To Dissolve. The latest date upon which the Partnership is to dissolve is December 31, 2050.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by Michael E. Rosen, Vice President of Ocean Key Realty, Inc., a Florida corporation, as general partner of Ocean Key Associates, Ltd., this 23rd day of December, 1997.

Ocean Key Realty, Inc., a Florida Corporation, general partner of Ocean Key Associates, Ltd., a Florida limited partnership

By: 
Michael E. Rosen
Its: Vice President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Ocean Key Associates, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Partnership and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

VALDES-FAULI CORPORATE
SERVICES, INC.

By: 
Michael V. Mitrione, Vice President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the Undersigned, personally appeared Michael E. Rosen, Vice President of Ocean Key Realty, Inc., a Florida corporation, general partner of Ocean Key Associates, Ltd., a Florida limited Partnership (the "Partnership"), who certifies as follows:

1. The total amount of capital contributions of the limited partners to the Partnership is \$1,700,000.
2. The limited partners anticipate making additional capital contributions to the Partnership of \$500,000.

This 23rd day of December, 1997.

FURTHER AFFIANT SAITH NOT.

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

Ocean Key Realty, Inc., a Florida Corporation, general partner of Ocean Key Associates, Ltd., a Florida limited partnership

By: Michael E. Rosen
Its: Vice President

STATE OF New York)
COUNTY OF Westchester) ss.

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The foregoing instrument was acknowledged before me this 23rd day of December, 1997, by Michael E. Rosen, Vice President of Ocean Key Realty, Inc., a Florida corporation, general partner of Ocean Key Associates, Ltd., a Florida limited partnership. The above-named individual [X] is personally known to me, or [] has produced the following identification _____ which is current or has been issued within the past five years and bears a serial or other identifying number and did [did not] take an oath.

Elizabeth Pierdiluca
Print Name: Elizabeth Pierdiluca
NOTARY PUBLIC
Commission Number: 01PI 3101067

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ELIZABETH PIERDILUCA
Notary Public, State of New York
No. 01PI 3101067
Qualified in Westchester County
Commission Expires Jan. 31, 1999
2000

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