



THE UNITED STATES
CORPORATION
COMPANY

A98000000213

ACCOUNT NO. : 072100000032

REFERENCE : 677827 4303929

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 140.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 23 AM 9:54

ORDER DATE : January 22, 1998

ORDER TIME : 10:34 AM

ORDER NO. : 677827-005

CUSTOMER NO: 4303929

600002409756--4

CUSTOMER: Ms. Jazmine Roman
GREENBERG TRAUERIG

1221 Brickell Avenue

Miami, FL 33131

DOMESTIC FILING

NAME: PALM SPRINGS ASSOCIATES, 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: Deborah Schroder

EXAMINER'S INITIALS:

BYC

1/23/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 23 PM 4:58
DIVISION OF CORPORATION
RECEIVED

CERTIFICATE OF LIMITED PARTNERSHIP

OF

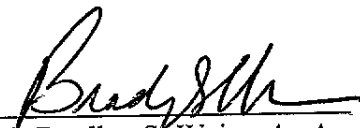
PALM SPRINGS ASSOCIATES, LTD.

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Pursuant to Section 620.108 of the Revised Uniform Limited Partnership Act (the "Act"), the undersigned being the sole General Partner of PALM SPRINGS 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 PALM SPRINGS ASSOCIATES, LTD.
2. The business address and the mailing address of the limited partnership is 1001 Brickell Bay Drive, Suite 1200, Miami, Florida 33131.
3. The name of the registered agent for service of process required by Section 620.105 the of the Act is Bradley S. Weiss.
4. The Florida street address for the registered agent is 1001 Brickell Bay Drive, Suite 1200, Miami, Florida 33131.
5. **Agent Acceptance of Appointment of Registered**

Having been named the statutory registered agent of PALM SPRINGS ASSOCIATES, LTD., at the place designated in this Certificate of Limited Partnership of PALM SPRINGS ASSOCIATES, LTD., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by Section 620.129 of the Act and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.

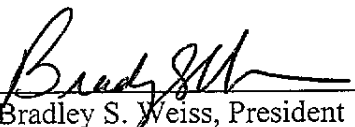

By: Bradley S. Weiss, As Agent

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6. The name and business address of the general partner is as follows: PRIMARY GENPAR, INC. (PALM SPRINGS), 1001 Brickell Bay Drive, Suite 1200, Miami, Florida 33131.
7. The latest date upon which the limited partnership is to dissolve is December 31, 2048.

IN WITNESS WHEREOF, the sole General Partner has executed the foregoing Certificate of Limited Partnership on this 21 day of January, 1998 in accordance with Section 620.114 of the Act.

PRIMARY GENPAR, INC. (PALM SPRINGS),
a Florida corporation, general partner


By: Bradley S. Weiss, President

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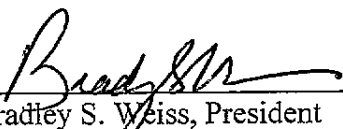
The undersigned, constituting all of the General Partners of PALM SPRINGS ASSOCIATES, LTD., a Florida Limited Partnership, hereby certify as follows:

1. The amount of capital contributions to date of the limited partners is -0-.
2. The total amount of contributed and anticipated to be contributed by the limited partners at this time totals \$ 100.00.

FURTHER AFFIANT SAYETH NOT.

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.

PRIMARY GENPAR, INC. (PALM SPRINGS)
a Florida corporation, general partner


By: Bradley S. Weiss, President