



THE UNITED STATES
CORPORATION
COMPANY

A98000000244

ACCOUNT NO. : 072100000032

REFERENCE : 681267 7143749

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 26, 1998

ORDER TIME : 11:50 AM

ORDER NO. : 681267-005

CUSTOMER NO: 7143749

CUSTOMER: Ms. Lisa Alonso
MULLER & LIPSON, P.A.

Suite 1707
9100 South Dadeland Boulevard
Miami, FL 33156

800002412148--7
-01/27/98--01002--006
***1802.50 ***1802.50

800002412148--7
-01/27/98--01002--007
*****35.00 *****35.00

DOMESTIC FILING

NAME: DELRAY OCEAN PARTNERS, 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:

1/26/98

5

LP-1785.00
CERT 52.50

98 JAN 26 PM 3:28
SECRETARY OF STATE
DIVISION OF CORPORATIONS

NYC

RECEIVED
98 JAN 26 PM 2:03
DIVISION OF CORPORATIONS

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
DELRAY OCEAN PARTNERS, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 26 PM 3:28

The undersigned, pursuant to the provisions of Section 620.108 of the Florida Statutes,
hereby certifies and swears in this Certificate of Limited Partnership to the following:

1. NAME.

The name of the Limited Partnership is:

DELRAY OCEAN PARTNERS, LTD.

2. REGISTERED AGENT.

The name and address of the Registered Agent for the Limited Partnership is:

Charles E. Muller II
One Datan Center, Suite 1707
9100 S. Dadeland Boulevard
Miami, Florida 33156-7819

3. GENERAL PARTNER.

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

Delray Historic, Inc.
1801 S. Federal Highway
Delray Beach, Florida 33483

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4. MAILING ADDRESS AND PRINCIPAL ADDRESS.

The mailing and principal address of the Limited Partnership is as follows:


1801 S. Federal Highway
Delray Beach, Florida 33483

5. DISSOLUTION DATE.

The latest date upon which the Limited Partnership is to dissolve is December 31, 2027.

IN WITNESS WHEREOF, the General Partner has caused this certificate of Limited Partnership to be executed at Boca Raton, Florida, this 22 day of Jan, 1998.

Delray Historic, Inc.,
general partner

By: 
Richard Werber, its Vice President

FILED STATE
SECRETARY OF CORPORATIONS
98 JAN 23 PM 3:28

AFFIDAVIT

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DIVISION OF CORPORATIONS
98 JAN 26 PM 3:28

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

The undersigned General Partner of DELRAY OCEAN PARTNERS, LTD. (the "Limited Partnership"), being duly sworn, deposes and says:

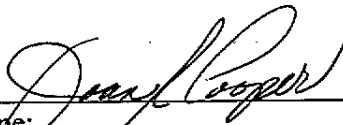
The total capital contributions of the limited partners of the Limited Partnership through this date is \$0 and the anticipated future capital contributions of the limited partners to the Limited Partnership is \$1,485,000.

Delray Historic, Inc.,
general partner

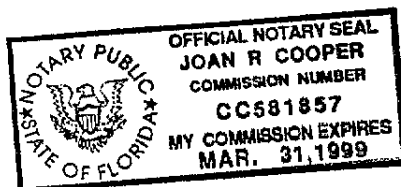
By: 
Richard Werber, its Vice President

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

The foregoing instrument was signed before me this 22nd day of January, 1998, by Richard Werber in the capacity indicated. He is personally known to me or has produced a Florida Driver's License as identification.


Name: _____
Commission No.: _____
Notary Public
State of Florida at Large

My commission expires:

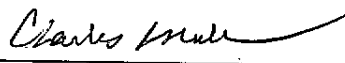


ACCEPTANCE

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 26 PM 3:28

Pursuant to Section 620.192 of the Florida Statutes, the undersigned accepts appointment as registered agent for DELRAY OCEAN PARTNERS, LTD., a Florida limited partnership, and accepts all obligations imposed on him as such under Florida law.

Executed this 23rd day of January, 1998.



Charles E. Muller II

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