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ACCOUNT NO. : 072100000032

REFERENCE : 683090 4312787

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 27, 1998

ORDER TIME : 10:24 AM

ORDER NO. : 683090-010

CUSTOMER NO: 4312787

CUSTOMER: Brian Fink, Esq
CATLIN SAXON TUTTLE AND EVANS,
P.A.
Alfred I. Dupont Bldg., #1700
169 E. Flagler Street
Miami, FL 33131

700002413377-2
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****140.00 ****140.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 27 AM 11:42

DOMESTIC FILING

NAME: DAMAR PTP ACQUISITION, 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: Cindy Harris

EXAMINER'S INITIALS:

LP-87.50
CBRT 52.50

(4)

PK
1/27/98

RECEIVED
98 JAN 27 AM 11:38
DIVISION OF CORPORATIONS

CERTIFICATE OF LIMITED PARTNERSHIP

OF

DAMAR PTP ACQUISITION, LTD.

A Florida Limited Partnership

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DIVISION OF CORPORATIONS
98 JAN 27 AM 11:12

The undersigned, acting as formers of a limited partnership under the Florida Revised Uniform Partnership Act, adopt the following certificate for such limited partnership.

1. Name. The name of this Limited Partnership is:

DAMAR PTP ACQUISITION, LTD.

2. Principal Place of Business. The location of the principal place of business of the Partnership is 227 N. 28th Avenue, Hollywood, Florida 33020.

3. Registered Agent. The name and address of the registered agent for service for this Limited Partnership is Brian L. Fink at 169 East Flagler Street, Suite 1700, Miami, Florida 33131, who acknowledges by his signature hereunder, that he accepts same.

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

GENERAL PARTNER

PLACE OF BUSINESS.

Palmetto Trailer Park Acquisition Corp.

227 N. 28th Avenue,
Hollywood, Florida 33020

798000006003

5. Mailing Address. The mailing address of the Limited Partnership is 227 N. 28th Avenue, Hollywood, Florida 33020

6. Term. The Partnership shall begin at the time of the filing of the certificate of Limited Partnership with the Department of State and shall liquidate and dissolve on December 31, 2028, unless sooner dissolved by law or by agreement of the parties hereto or unless extended by a majority agreement of the Partners.

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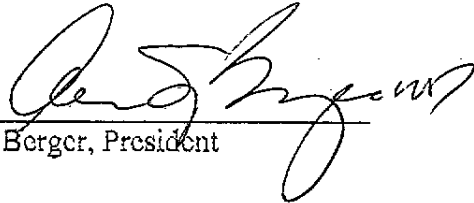
7. **Partners.** There at least two partners in the Partnership, at least one of whom is a limited partner.

8. **Affidavit Declaring the Amount of the Capital Contributions of the Limited Partners and the Amount Anticipated to be Contributed by the Limited Partners.** The Limited Partners in the Limited Partnership have contributed their Capital as set forth in Schedule "B," Affidavit of the Amount of the Capital Contributions of the Limited Partners, and Any Amount Anticipated to be Contributed by the Limited Partners."

IN WITNESS WHEREOF, the parties have hereunder executed this Certificate on the _____ day of January, 1998.

GENERAL PARTNER:

PALMETTO TRAILER PARK
ACQUISITION CORP.

By: 
Alan S. Berger, President

REGISTERED AGENT:


Brian L. Fink

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SCHEDULE "B"

DAMAR PTP ACQUISITION, LTD.

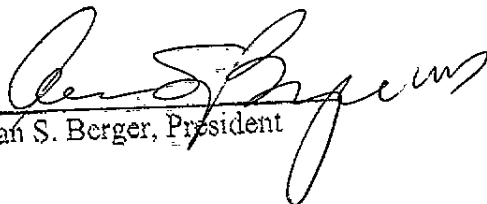
"AFFIDAVIT OF THE AMOUNT OF THE CAPITAL CONTRIBUTIONS OF
THE LIMITED PARTNERSHIP, AND ANY AMOUNT ANTICIPATED TO BE
CONTRIBUTED BY THE LIMITED PARTNERS"

The undersigned presents this Affidavit, given under oath, to affirm the following:

1. The amount of the capital contributions to date of the Limited Partners of
DAMAR PTP ACQUISITION, LTD. is \$7,500.00.
2. The amount contributed and anticipated to be contributed by the Limited
Partners at this time totals \$7,500.00.

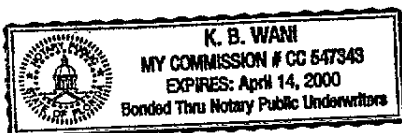
DAMAR PTP ACQUISITION, LTD. by its
General Partner,

PALMETTO TRAILER PARK
ACQUISITION CORP., a Florida Corporation

By: 
Alan S. Berger, President

STATE OF Florida
COUNTY OF Dade

The foregoing instrument was sworn to and subscribed to before me this 26th day
of January, 1998, by Alan S. Berger as President of Palmetto Trailer Park Acquisition
Corp., a Florida corporation as General Partner of Damar PTP Acquisition, Ltd. who is
personally known to me, or, if not, produced _____
as identification and who did take an oath.




NOTARY PUBLIC

My Commission Expires: