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LITIGATION (305) 936-2795

January 26, 1998

**VIA FEDERAL EXPRESS**

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-01/27/98--01061--001

\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: **226 OCEAN DRIVE, LTD.**  
**Our File No: 2220.0305**

Dear Sir or Madam:

Enclosed please find a Certificate of Limited Partnership and Affidavit of Capital Contributions of 226 Ocean Drive, Ltd., together with our firm's trust account check in the amount of \$87.50 representing the filing fee. Kindly process same and return one filed copy to our office in the self-addressed, stamped envelope provided for your convenience.

Thank you for your prompt assistance in this matter.

Very truly yours,

*Irene Rubanchik*  
IRENE RUBANCHIK

Legal Assistant

Enclosures

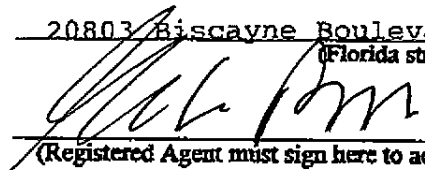
Name Availability	KWM/dec
Document Examiner	KWM/dec
Updater	KWM/dec
Updater Verifier	KWM/dec
Acknowledgement	KWM/dec
W. P. Verifier	KWM/dec

GLB 2220.0305 105099 1/6/98

Fax  
305 936 9502

FILED  
98 JAN 27 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

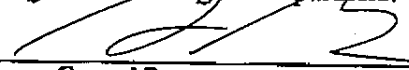
## CERTIFICATE OF LIMITED PARTNERSHIP

1. 226 OCEAN DRIVE, LTD.  
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 1320 SOUTH DIXIE HIGHWAY, SUITE 781, CORAL GABLES, FL 33146  
(Business address of Limited Partnership)
3. GARY L. BROWN, ESQ.  
(Name of Registered Agent for Service of Process)
4. 20803 Biscayne Boulevard, Suite 200, Aventura, FL 33180  
(Florida street address for Registered Agent)
5.   
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 1320 SOUTH DIXIE HIGHWAY, SUITE 781, CORAL GABLES, FL 33146  
(Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is: January 1, 2048
8. Name(s) of general partner(s):  
P980000007169  
226 Ocean Drive G.P., Inc.  
a Florida corporation  
1320 S. Dixie Highway, Suite 781  
Coral Gables, Florida 33146

*Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.*

Signed this 22nd day of January, 1998.

Signature of all general partners:

  
General Partner Scott Greenwald, Pres.  
226 Ocean Drive G.P., Inc.  
General Partner  
General Partner

General Partner  
General Partner  
General Partner

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
FOR FLORIDA LIMITED PARTNERSHIP**

*The undersigned constituting all of the general partners of* 226 OCEAN DRIVE, LTD.

*a Florida Limited Partnership, certify:*

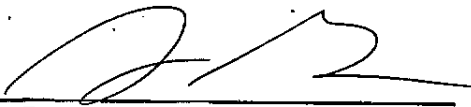
The amount of capital contributions to date of the limited partners is \$ 10.00

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 100.00

Signed this 22nd day of January, 19 98

FURTHER AFFIANT SAYETH NOT.

*Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.*

  
General Partner Scott Greenwald  
226 Ocean Drive G.P., Inc.

\_\_\_\_\_  
General Partner

\_\_\_\_\_  
General Partner

\_\_\_\_\_  
General Partner

\_\_\_\_\_  
General Partner

\_\_\_\_\_  
General Partner

FILED  
98 JAN 27 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA