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FILE
3RD

ACCOUNT NO. : 072100000032

REFERENCE : 693501 87551A

AUTHORIZATION

COST LIMIT :

Patricia P. P. P.
\$ 122.50

\$146.00

ORDER DATE : February 4, 1998

ORDER TIME : 9:58 AM

ORDER NO. : 693501-005

500002421105--9

CUSTOMER NO: 87551A

CUSTOMER: Joan V. Dalie, Legal Asst
LAWRENCE B. JURAN, PA

Suite 1000
3801 Pga Boulevard
Palm Beach Gard, FL 33410

DOMESTIC FILING

NAME: NORTH COUNTY PLAZA, LTD.

EFFECTIVE DATE:

XX 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: Brenda Phillips

EXAMINER'S INITIALS:

ML

2/4/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -4 PM 12:52

RECEIVED
98 FEB -4 AM 11:34
DIVISION OF CORPORATION

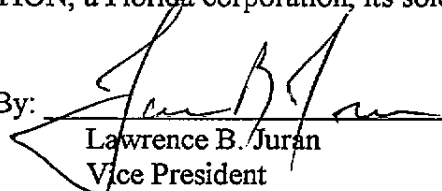
**CERTIFICATE OF LIMITED PARTNERSHIP
NORTH COUNTY PLAZA, LTD.**

The undersigned certifies as follows with respect to North County Plaza, Ltd., a limited partnership to be formed under the laws of the State of Florida:

1. Name of Partnership. The name of the Partnership is North County Plaza, Ltd.
2. Office; Agent. The address of the office of the Partnership is 3801 PGA Boulevard, Suite 1000, Palm Beach Gardens, FL 33410. The name and address of the agent for service of process is Lawrence B. Juran, P.A., 3801 PGA Boulevard, Suite 1000, Palm Beach Gardens, FL 33410.
3. General Partner. The name of the sole General Partner is North County Plaza Investors, Ltd., a Florida limited partnership, 3801 PGA Boulevard, Suite 1000, Palm Beach Gardens, FL 33410, and its business is acting as General Partner of the Partnership.
4. Mailing Address. The mailing address of the Partnership is 3801 PGA Boulevard, Suite 1000, Palm Beach Gardens, FL 33410.
5. Termination. The latest date on which the Partnership is to dissolve is December 31, 2026.

NORTH COUNTY PLAZA INVESTORS, LTD., a Florida
limited partnership, its sole general partner

By: NORTH COUNTY PLAZA EQUITY CORPORATION, a Florida corporation, its sole general partner

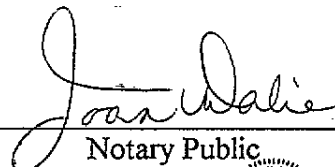
By: 
Lawrence B. Juran
Vice President

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

) SS

Be it known that on the 3rd day of February, 1998, before me, a duly authorized Notary Public in and for the State and County aforesaid, personally came Lawrence B. Juran, Vice President of North County Plaza Equity Corporation, a Florida corporation, to me known to be the person described in and who executed the foregoing certificate on behalf of said Corporation. He is personally known to me.


Notary Public

My Commission Expires:



Joan V. Dalie
MY COMMISSION # CC656228 EXPIRES
July 5, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

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AFFIDAVIT

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

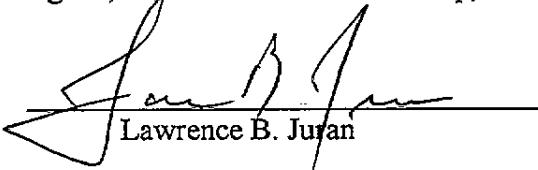
The undersigned, Lawrence B. Juran ("Affiant"), being first duly sworn, deposes and says that:

1. Affiant is the Vice President of North County Plaza Equity Corporation, a Florida corporation, which is the sole general partner of North County Plaza Investors, Ltd., a Florida limited partnership, which is the sole general partner of North County Plaza, Ltd. (the "Partnership"), a limited partnership formed under the laws of the State of Florida.

2. 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 \$1,000.00.

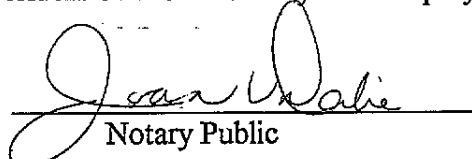
FURTHER AFFIANT SAYETH NAUGHT.

IN WITNESS WHEREOF, the undersigned, on behalf of the Partnership, has set his hand and seal this 3rd day of February, 1998.


Lawrence B. Juran

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

Subscribed, sworn to and acknowledged before me this 3rd day of February, 1998, by Lawrence B. Juran in his capacity as Vice President of North County Plaza Equity Corporation.


Notary Public

My Commission Expires:



Joan V. Dalie
MY COMMISSION # CC656228 EXPIRES
July 5, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

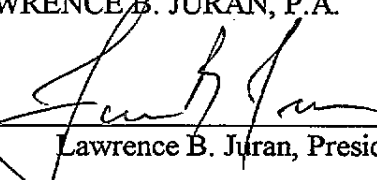
ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF SECTION 607.0505 FLORIDA STATUTES AND WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: February 3, 1998

LAWRENCE B. JURAN, P.A.

By:


Lawrence B. Juran, President

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