



THE UNITED STATES  
CORPORATION  
COMPANY

A98000000 389

ACCOUNT NO. : 072100000032

REFERENCE : 700703 4303929

AUTHORIZATION : Patricia Pizute

COST LIMIT : \$ 201.25

FILED OF STATE  
SECRETARY OF CORPORATION  
DIVISION OF CORPORATION  
98 FEB 10 AM 11:01

ORDER DATE : February 10, 1998

ORDER TIME : 11:12 AM

ORDER NO. : 700703-005

CUSTOMER NO: 4303929

CUSTOMER: Esther J. Forbes, Legal Asst  
GREENBERG TRAURIG

1221 Brickell Avenue

Miami, FL 33131

700002426707--5

DOMESTIC FILING

NAME: PARK PLACE ASSOCIATES, LTD.

EFFECTIVE DATE:

       ARTICLES OF INCORPORATION  
XX        CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (TWO) CERTIFIED COPY  
       PLAIN STAMPED COPY  
XX        CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS

(4)

DIVISION OF CORPORATION

98 FEB 10 PM 12:19

RECEIVED



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 10, 1998

JEANINE GLISAR  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: PARK PLACE ASSOCIATES, LTD.  
Ref. Number: W98000003019

We have received your document for PARK PLACE ASSOCIATES, LTD. and the authorization to debit your account in the amount of \$201.25. However, the document has not been filed and is being returned for the following:

The limited partnership name designated in the document is not available since it is the same as, or not distinguishable from the name of another entity on file with this office. Please select a new name and make the substitution in all the appropriate places.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 698A00007688

*Patricia*  
**RESUBMIT**  
Please give original  
submission date as file date.

**RESUBMIT**  
Please give original  
submission date as file date.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 10 AM 11:01

**CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

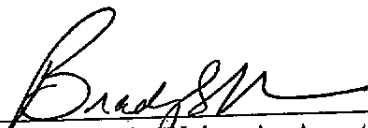
**PRIMARY PARK PLACE ASSOCIATES, LTD.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 10 AM 11:01

Pursuant to Section 620.108 of the Revised Uniform Limited Partnership Act (the "Act"), the undersigned being the sole General Partner of PRIMARY PARK PLACE 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 PRIMARY PARK PLACE ASSOCIATES, LTD.
2. The business address and the mailing address of the limited partnership is 1840 West 49<sup>th</sup> Street, Suite 700, Hialeah, Florida 33012.
3. The name of the registered agent for service of process required by Section 620.105 of the Act is Bradley S. Weiss.
4. The Florida street address for the registered agent is 1840 West 49<sup>th</sup> Street, Suite 700, Hialeah, Florida 33012
5. **Agent Acceptance of Appointment of Registered**

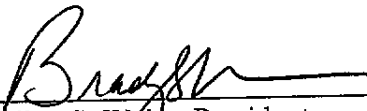
Having been named the statutory registered agent of PRIMARY PARK PLACE ASSOCIATES, LTD., at the place designated in this Certificate of Limited Partnership of PRIMARY PARK PLACE ASSOCIATES, LTD., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations 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

6. The name and business address of the general partner is as follows: PRIMARY GENPAR, INC. (PARK PLACE) , 1840 West 49<sup>th</sup> Street, Suite 700, Hialeah, Florida 33012. 998000005527
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 9<sup>th</sup> day of February, 1998 in accordance with Section 620.114 of the Act.

PRIMARY GENPAR, INC.  
(PARK PLACE), a Florida  
corporation, general partner

  
Bradley S. Weiss, President

FILED STATE  
SECRETARY OF CORPORATIONS  
98 FEB 10 AM 11:01

#### AFFIDAVIT

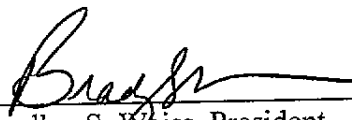
The undersigned, constituting all of the General Partners of PRIMARY PARK PLACE ASSOCIATES, LTD., a Florida Limited Partnership, hereby certify as follows:

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.  
(PARK PLACE), a Florida  
corporation, general partner

  
Bradley S. Weiss, President