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Charter Number Only

2/13/98

VALIDATION ONLY

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****997.50 ****997.50

Barney B. Archen

Requestor's Name

1840 W. 49th #226

Address

Hialeah FL 33012

City

State

ZIP

Phone

CORPORATION(S) NAME

Merrick Park Associates, LTD.

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CERTIFICATE OF LIMITED PARTNERSHIP OF

MERRICK PARK ASSOCIATES, LTD.

We, the undersigned, desiring to form a Limited Partnership pursuant to Chapter 620 of the Florida Statutes, known as the Uniform Limited Partnerships Law, do hereby make and sign the following Certificate for that purpose:

1. The name of the partnership is:

MERRICK PARK ASSOCIATES, LTD.

2. The character of the business is to acquire, own, hold, manage, develop, improve, subdivide, sell, lease, and in general, to invest in, and deal with, property of every kind and character, whether real, personal or mixed, and to engage in all other business activities connected therewith; and to engage in any lawful business enterprises in a lawful manner.

3. The location of the principal place of business shall be:

4565 Ponce De Leon Boulevard
Coral Gables, Florida 33146

4. The total contributions of the General Partners is \$6,500.00, and the total contributions of the Limited Partners is \$123,500.00, for an aggregate contribution of \$130,000.00.

5. The name and place of residence of each general and limited partner, and the amount contributed by each is as follows:

GENERAL PARTNERS

<u>Name</u>	<u>Business Address</u>	<u>Contribution</u>
4565 ASSOCIATES, INC.	4565 Ponce De Leon Boulevard Coral Gables, Florida 33146	\$6,500.00

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LIMITED PARTNERS

<u>Name</u>	<u>Residence Address</u>	<u>Amount of Contribution</u>
JOHN R. FORBES	3624 Harlano Street Coral Gables, Florida 33134	\$123,500.00

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6. The term for which the partnership is to exist is ninety-nine (99) years from the date the partnership is first authorized to do business under the provisions of Chapter 620 of the Florida Statutes, unless sooner terminated in accordance with the provisions for dissolution hereafter referred to.

7. Neither of the Limited Partners has agreed to make any additional contribution to the partnership.

8. The time when the contribution of each Limited Partner is to be returned is upon dissolution of the partnership at the end of the ninety-nine (99) year term of this partnership or upon such earlier dissolution of the partnership as may be determined by the General Partners. The General Partners may, from time to time, and in their discretion, fix an earlier date or dates for return of the contribution of each Limited Partner or such proportionate parts thereof as the General Partners shall determine. No return of contribution shall be made to any Limited or General Partner unless a ratable return of contribution is simultaneously made to all of the Limited Partners and the General Partners. Upon return of all of the capital contributions of the General and Limited Partners, the Limited Partnership shall be dissolved.

9. The Limited Partners shall be entitled to an interest in the profits of the partnership in proportion to their respective contributions as against the contributions of all of the partners, both General and Limited.

10. A Limited Partner shall have no right to substitute an assignee as contributor or Limited Partner in his place, except upon the written consent of the General Partners.

11. The General Partners may not admit additional Limited Partners, except that they may admit as a substitute Limited Partner an assignee of a Limited Partner or one who succeeds to the interest of a Limited Partner.

12. No right of priority is given to any Limited Partner with respect to contributions as to compensation by way of income.

13. In the event of the death, retirement, or insanity of a General Partner, the remaining General Partners shall have the right to continue the business of the partnership by themselves in conjunction with any other person or persons they may select.


14. Except on the dissolution of the Limited Partnership, a Limited Partner shall have no right to demand and receive property other than cash in return for his contribution.

15. The General Partners shall not be precluded from contracting or dealing with any person or firm merely because such person or firm is a General or Limited Partner, or an officer,


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director, stockholder of, or otherwise interested in, a General or a Limited Partner, and no transaction shall be void or voidable at the instance of a Limited Partner or any other person or firm merely as a consequence of such relationship.

IN WITNESS WHEREOF, all of the partners, both General and Limited, have hereunto set their hands on this 13th. day of February, 1998.



JOHN R. FORBES L.S.

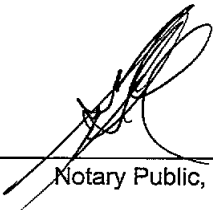
4565 ASSOCIATES, INC., a de facto Florida corporation
By: 

JOHN R. FORBES L.S.

STATE OF FLORIDA]
] SS:
COUNTY OF MIAMI-DADE]

The foregoing instrument was acknowledged before me this 13th. day of February, 1998, by JOHN R. FORBES, individually, an as incorporator of 4565 ASSOCIATES, INC., a de facto Florida corporation.

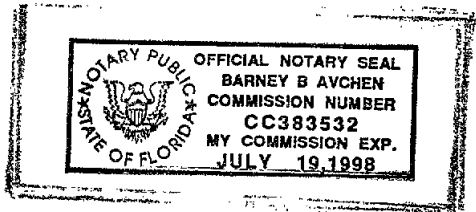
He is personally known to me.



Notary Public, State of Florida

BARNEY B. AVCHEN
PRINTED NAME OF NOTARY PUBLIC

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.**

In pursuance of Section 620.105, Florida Statutes, the following is submitted
in compliance with said statute:

That **MERRICK PARK ASSOCIATES, LTD.**, desiring to organize under
the Laws of the State of Florida, with its principal office, as indicated in the Certificate of
Limited Partnership, in the City of Coral Gables, County of Miami-Dade, and State of
Florida, has named **JOHN R. FORBES**, whose business address is 4565 Ponce De
Leon Boulevard, Coral Gables, Florida 33146, as its agent to accept service of process
within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated limited
partnership at the place designated in this Certificate, I hereby accept to act in this
capacity, and agree to comply with the provision of said statute relative to keeping open
said office.



JOHN R. FORBES

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