



THE UNITED STATES  
CORPORATION  
COMPANY

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DIVISION OF CORPORATIONS  
FEB 26 PM 4:10

ACCOUNT NO. : 072100000032

REFERENCE : 720890 4311473

AUTHORIZATION

COST LIMIT : \$ 140.00

*Patricia Pignatelli*

ORDER DATE : February 26, 1998

ORDER TIME : 11:11 AM

ORDER NO. : 720890-010

100002441551--4

CUSTOMER NO: 4311473

CUSTOMER: Ms. Jackie J. Gerstenfeld  
STEARNS WEAVER MILLER WEISSLER  
ALHADEFF & SITTERSON, P.A.  
Museum Tower, Suite 2200  
150 West Flagler Street  
Miami, FL 33130

*File 2nd*

DOMESTIC FILING

NAME: MIAMI RIVER PARK ASSOCIATES,  
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: Daniel W Leggett

EXAMINER'S INITIALS:

RECEIVED  
98 FEB 26 PM 12:18  
DIVISION OF CORPORATIONS

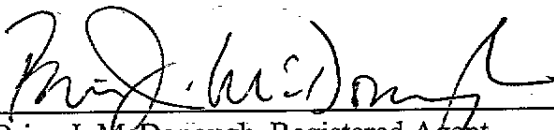
*2/26/98*

CERTIFICATE OF LIMITED PARTNERSHIP

The name of the Limited Partnership is MIAMI RIVER PARK ASSOCIATES, LTD. The business and mailing address of the Limited Partnership is 2828 Coral Way, Penthouse Suite, Miami, Florida 33145.

The name and address of the Registered Agent of the Limited Partnership is Brian J. McDonough, Stearns, Weaver, Miller, Weissler, Alhadeff & Sitterson, P.A., Museum Tower, Suite 2200, 150 West Flagler Street, Miami, Florida 33130.

Pursuant to Section 620.105, Florida Statutes, I hereby accept designation as Registered Agent for Service of Process.

  
Brian J. McDonough, Registered Agent

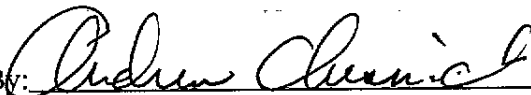
The latest date upon which the Limited Partnership is to be dissolved is December 31, 2048.

The name and address of the General Partners are TRG Miami River Park, Inc., 2828 Coral Way, Penthouse Suite, Miami, Florida 33145 and Dade Employment and Economic Development Corporation, 141 N.E. 3<sup>rd</sup> Avenue, Suite 500, Miami, Florida 33132.


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

Executed this 24<sup>th</sup> day of February, 1998

TRG MIAMI RIVER PARK, INC., a Florida corporation, General Partner

By:   
Jorge M. Perez, President

DADE EMPLOYMENT AND ECONOMIC DEVELOPMENT CORPORATION, a Florida not-for-profit corporation, General Partner

By:   
Name: Patricia B. Butler  
Title: Executive Director

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
FOR FLORIDA LIMITED PARTNERSHIP

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DIVISION OF CORPORATIONS  
68 FEB 26 PM 4:10

The undersigned constituting all of the General Partners of MIAMI RIVER PARK ASSOCIATES, LTD., a Florida Limited Partnership, certify:

1. The amount of capital contributions to date of the Limited Partners is \$99.00.
2. The total amount contributed and anticipated to be contributed by the Limited Partners at this time totals \$99.00.

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

Further Affiants sayeth not.

Executed this 24<sup>th</sup> day of February, 1998.

TRG MIAMI RIVER PARK, INC., a Florida  
corporation, General Partner

By: Andrew Chermer  
Jorge M. Perez, President

DADE EMPLOYMENT ECONOMIC  
DEVELOPMENT CORPORATION, a  
Florida not-for-profit corporation

By: James B. Butler  
Name: James B. Butler  
Title: Executive Director