

# A98000000579

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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000

FROM: MURAI, WALD, BIONDO, MORENO, P.A. ACCT#: 076150002103  
 CONTACT: NIURKA ALONSO  
 PHONE: (305)358-5900 FAX #: (305)358-4842

NAME: GROVE BUILDING LIMITED PARTNERSHIP  
 AUDIT NUMBER.....H98000004113  
 DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

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 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
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TC  
 \$1,000.00

Same people as  
 P980000012381

MURAI WALD BIONDO & MORENO  
PROFESSIONAL ASSOCIATION  
ATTORNEYS

909 INGRAHAM BUILDING  
25 SOUTHEAST 2ND AVENUE  
MIAMI, FLORIDA 33131

TEL: (305) 358-5900  
FAX: (305) 358-9490  
E-MAIL: MWBM@GATE.NET

March 2, 1998

Secretary of State  
Division of Corporations

VIA TELEFAX  
850-922-4000

Electronic Filing Section

Re: Grove Building Limited Partnership  
Fax Audit # H98000004113

Dear Sir/Madam:

Attached for electronic filing with the Secretary of State is Certificate of Limited Partnership for Grove Building Limited Partnership (the "Partnership").

The purpose of this letter is to advise that Grove Building, Inc. is the General Partner of the Partnership, which Articles of Incorporation were filed in February of 1998 and assigned article number P98000012381. Therefore, there should not be a conflict as to the name of the Partnership not being available for creation of the Partnership as Grove Building, Inc. and the Partnership are related.

Should you have any questions, please do not hesitate to call.

Sincerely,



Gerald J. Biondo

GJB:afd  
G:\GREER\27TH-AVE\SECOFST.EX

Fax Audit # H98000004113

CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
GROVE BUILDING LIMITED PARTNERSHIP

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, certify as follows:

1. The name of the Partnership is GROVE BUILDING LIMITED PARTNERSHIP.

2. The purpose of the Partnership is to acquire and manage real and personal property.

3. The principal place of business and mailing address of the Partnership is 2400 S. Dixie Highway, Suite 200, Miami, FL 33133.

4. The name and principal place of business of the General Partner is as follows:

General Partner: Greer Properties, Inc.  
2400 S. Dixie Highway  
Suite 200  
Miami, FL 33133

5. The term for which the Partnership is to exist is from the date the Certificate of Limited Partnership is issued from the Secretary of State, through December 31, 2050, unless sooner terminated.

6. The amount of property initially contributed by the Limited Partners is \$1,000.00.

7. The Limited Partners are not required to contribute any additional capital to the Partnership.

8. The name and address of the Registered Agent for service of process is:

Evelyn Langlieb Greer  
2400 S. Dixie Highway  
Suite 200  
Miami, FL 33133

THIS INSTRUMENT PREPARED BY:  
GERALD J. BIONDO, ESQ.  
FL Bar #: 154713  
Murai Wald Biondo & Moreno P.A.  
25 Southeast Second Avenue, Suite 900  
Miami, Florida 33131  
(305) 358-5900

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IN WITNESS WHEREOF, the undersigned, being duly sworn, have  
 certified, sworn to and agreed to the foregoing this 27 day of  
Feb., 1998.

GENERAL PARTNER

GREER PROPERTIES, INC.

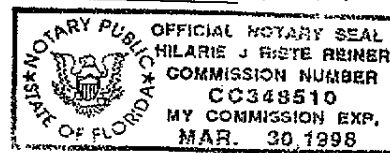
By: Evelyn Langlieb Greer  
 Evelyn Langlieb Greer  
 President

STATE OF FLORIDA )  
 ) : ss.  
 COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 27th day of February, 1998 by EVELYN LANGLIEB GREER, President of GREER PROPERTIES, INC., the general partner of GROVE BUILDING LIMITED PARTNERSHIP on behalf of the partnership. She personally known to me or has produced identification.

Hilarie J. Riste Reimer NOTARY  
 PUBLIC, STATE OF FLORIDA Print name:  
HILARIE J. RISTE REIMER Commission  
 No.:

My Commission expires:



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Fax Audit # H98000004113

CERTIFICATE OF REGISTERED AGENT  
OF  
GROVE BUILDING LIMITED PARTNERSHIP

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

That GROVE BUILDING LIMITED PARTNERSHIP, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Certificate of Limited Partnership, at the City of Miami, County of Dade, State of Florida, has named Evelyn Langlieb Greer located at 2400 S. Dixie Highway, Suite 200, Miami, FL 33133, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

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

Dated this 27 day of February, 1998.

  
EVELYN LANGLIEB GREER

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DIVISION OF CORPORATIONS

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AFFIDAVIT

BEFORE ME, the undersigned authority, personally appeared EVELYN LANGLIEB GREER, who being duly sworn deposes and states as follows:

1. That she is the President of GREER PROPERTIES, INC., the sole general partner in the partnership known as GROVE BUILDING LIMITED PARTNERSHIP.
2. That the amount of capital contributions contributed by the limited partners is \$1,000.00, which amount is the total amount anticipated to be contributed by the limited partners.
3. Further Affiant sayeth naught.

*Evelyn Langlieb Greer*  
EVELYN LANGLIEB GREER

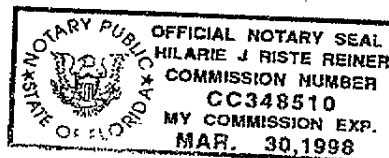
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STATE OF FLORIDA )  
COUNTY OF DADE ) : ss.

The foregoing instrument was acknowledged before me this 27th day of February, 1998 by EVELYN LANGLIEB GREER, who is personally known to me or who has produced as identification.

*Hilaree J. Riste Reiner*  
NOTARY PUBLIC, STATE OF FLORIDA  
Print name: HILARIE J. RISTE REINER  
Commission No.:

My Commission expires:



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