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FLORIDA DIVISION OF CORPORATIONS

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FROM: RUTHERFORD, MULHALL & WARGO, P.A.
301

ACCT#: 075753002

CONTACT: KATHLEEN M GOODRICH
PHONE: (561) 241-1600

FAX #: (561) 241-3

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NAME: SCP 441, LTD.

AUDIT NUMBER.....H98000005159

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..1

PAGES..... 5

CERT. COPIES.....1

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CERTIFICATE OF LIMITED PARTNERSHIP OF

SCP 441, LTD.,

a Florida limited partnership

The undersigned General Partner, desiring to form a Limited Partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1995), hereby certifies as follows:

1. The name of the Limited Partnership (the "Partnership") shall be:

SCP 441, LTD.

2. The address of the office at which the records of the Partnership will be kept, as required by Florida Statute §620.106 is Rutherford, Mulhall & Wargo, P.A., 2600 N. Military Trail, Fourth Floor, Boca Raton, FL 33431.

3. The name and address of the agent for service of process on the Partnership is Seth I. Cohen, Esquire, whose mailing address is Rutherford, Mulhall & Wargo, P.A., 2600 N. Military Trail, Fourth Floor, Boca Raton, FL 33431.

4. The name and business address of the sole general partner of the Partnership is:

<u>NAME</u>	<u>ADDRESS</u>
441 SHOPPING CENTER CORP., Delaware Corporation, registered to do business in the State of Florida	2600 N. Military Trail Fourth Floor Boca Raton, Florida 33431

Prepared By:
SETH I. COHEN, ESQ.
FLORIDA BAR NO. 933597
2600 N. Military Trail
Fourth Floor
Boca Raton, FL 33431
(561) 241-1600

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5. The mailing address of the Partnership is SCP 441, Ltd.,
242 East 51st Street, New York, New York 10022.

6. The latest date upon which the Partnership shall dissolve
is December 31, 2048.

7. This certificate shall become effective, and the
Partnership will be formed on the date in which said certificate is
filed with the Department of State.

The execution of this certificate by the undersigned General
Partner constitutes an affirmation under the penalties of perjury
that the facts state herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership
has been executed on behalf of the sole General Partner of SCP 441,
LTD., this 16th day of March, 1998.

441 SHOPPING CENTER CORP., a Delaware
corporation, as the sole general
partner of SCP 441, Ltd.

By: 
Melvyn R. Oestreich, President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The undersigned, who is the President of 441 SHOPPING CENTER CORP., a Delaware corporation, the sole general partner of SCP 441, LTD. (the "Partnership"), upon being duly sworn, certifies as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is \$1,000.00

2. The anticipated contributions of the Partnership in the future is unknown at this time.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best knowledge and belief.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 16th day of March, 1998.

441 SHOPPING CENTER CORP., a Delaware corporation, as the sole general partner of SCP 441, Ltd.

By: Melvyn R. Oestreich
Melvyn R. Oestreich, President

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Melvyn R. Oestreich, who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he

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executed this Affidavit as the President of the sole general partner of SCP 441, LTD. He is personally known to me and known by me or has produced _____ as identification and did take an oath.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid this 16th day of March, 1998.



SETH COHEN
My Commission CC568000
Expires Jun. 21, 2000

Seth I. Chen
NOTARY PUBLIC, State of Florida

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for SCP 441, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership, and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

Seth I. Cohen
SETH I. COHEN, ESQUIRE

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