



THE UNITED STATES CORPORATION COMPANY

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FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 98 MAR 18 PM 12:37

ACCOUNT NO. : 072100000032
REFERENCE : 745370 126795A
AUTHORIZATION :
COST LIMIT : \$ PREPAID

ORDER DATE : March 18, 1998
ORDER TIME : 10:22 AM
ORDER NO. : 745370-005
CUSTOMER NO: 126795A

300002460659--3
-03/18/98--01054--009
***1785.00 ***1785.00

CUSTOMER: Evan R. Marbin, Esq
EVAN R. MARBIN & ASSOCIATES,
P.A.
Penthouse 104
48 East Flagler Street
Miami, FL 33131

DOMESTIC FILING

NAME: CENTRAL PARKWAY ASSOCIATES, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

(5)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

Handwritten initials

Handwritten date 3/18/98

RECEIVED 98 MAR 18 AM 11:34 DIVISION OF CORPORATIONS

CERTIFICATE OF LIMITED PARTNERSHIP OF
CENTRAL PARKWAY ASSOCIATES, LTD.
A FLORIDA LIMITED PARTNERSHIP

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The undersigned General Partner of CENTRAL PARKWAY ASSOCIATES, LTD., a Florida limited partnership (the "General Partner") desires to form a partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is CENTRAL PARKWAY ASSOCIATES, LTD.
2. The address of the office of the Partnership is 2999 NE 191st Street, Suite 600, Aventura, Florida 33180.
3. The name and address of the agent for service of process of the Partnership is ALF DEVELOPERS II, INC., a Florida corporation, 2999 NE 191st Street, Suite 600, Aventura, Florida 33180.
4. The name and business address of the General Partner is ALF DEVELOPERS II, INC., a Florida corporation, 2999 NE 191st Street, Suite 600, Aventura, Florida 33180.
5. The mailing address of the Partnership is 2999 NE 191st Street, Suite 600, Aventura, Florida 33180. *pg 2000021912*
6. The latest date upon which the Partnership shall dissolve is no later than December 31, 2018, unless the Partners agree to extend the term.
7. This Certificate shall be effective upon the filing of this Certificate with the State of Florida, Department of State.

This Certificate is duly executed and is being filed in accordance with section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986).

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

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the

General Partner of CENTRAL PARKWAY ASSOCIATES, LTD., this 17 day of March, 1998

SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAR 18 PM 12:37

GENERAL PARTNER:

ALF DEVELOPERS II, INC., a Florida corporation

BY: Lorraine Tinsky, Pres
LORRAINE TINSKY, President

STATE OF FLORIDA
COUNTY OF DADE

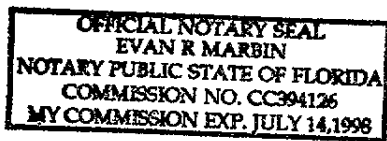
I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Lorraine Tinsky as President of ALF DEVELOPERS II, INC., a Florida corporation, personally known to me or who has produced N/A as identification, the person described in, and, who having taken an oath executed the foregoing instrument and acknowledge before me that he executed the same freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal official seal in the County and State aforesaid this 17 day of March, 1998.

(SEAL)

BY: Evan R. Marbin

Notary Public
State of Florida, at Large



Evan R. Marbin
Typed or Printed Name of Notary

AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA)
COUNTY OF DADE)

I, LORRAINE TINSKY, as President of ALF DEVELOPERS II, INC., a Florida corporation, which corporation is the General Partner of CENTRAL PARKWAY ASSOCIATES, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", being duly sworn, certifies

as follows:

1. The amount of capital contributions to the Partnership made to date by its Limited Partners is zero. The total amount anticipated to be contributed by the Limited Partners at this time totals \$500,000.

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

Dated: March 17, 1998.

GENERAL PARTNER:

ALF DEVELOPERS II, INC., a Florida corporation

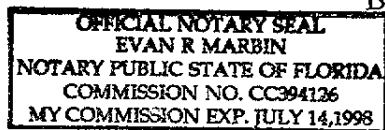
BY: Lorraine Tinsky, Pres.
LORRAINE TINSKY, President

STATE OF FLORIDA)
COUNTY OF DADE)

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 LORRAINE TINSKY, in her capacity as President of ALF DEVELOPERS II, INC., a Florida corporation, the General Partner of CENTRAL PARKWAY ASSOCIATES, LTD., known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contribution, and she acknowledged to me and before me that she executed this Affidavit freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state aforesaid this 17 day of March, 1998.

(SEAL) _____



BY: _____

Evan R. Marbin

Notary Public
State of Florida, at Large

Evan R. Marbin
Typed or Printed Name of Notary

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DIVISION OF CORPORATIONS
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for CENTRAL PARKWAY ASSOCIATES, LTD., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, ALF DEVELOPERS II, INC., a Florida corporation, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of the registered agent.

ALF DEVELOPERS II, INC., a Florida corporation,
Registered Agent

BY: 
LORRAINE TINSKY, President