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ACCOUNT NO. : 072100000032

REFERENCE : 764455 81686A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 1, 1998

ORDER TIME : 11:28 AM

ORDER NO. : 764455-010

CUSTOMER NO: 81686A

CUSTOMER: Olga Bradham, Legal Asst  
KEITH MACK, LLP

20th Floor  
200 South Biscayne Boulevard  
Miami, FL 33131

DOMESTIC FILING

NAME: OAKWOOD SHOPPING CENTER, LTD.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
Name 4/1/98 PLAIN STAMPED COPY  
Availability DCC CERTIFICATE OF GOOD STANDING

Document Examiner	CONTACT PERSON: Daniel W Leggett DCC
Updater	DCC
Updater Verifier	CC
Acknowledgement	DCC
W. P. Verifier	DCC

EXAMINER'S INITIALS:

FILE  
98 APR - 1 PM 3:30  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 APR - 1 PM 12:09  
DIVISION OF CORPORATION

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TC  
\$1,400,000.00

**CERTIFICATE OF LIMITED PARTNERSHIP OF  
OAKWOOD SHOPPING CENTER, LTD.**

The undersigned General Partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is OAKWOOD SHOPPING CENTER, LTD.
2. The address of the office of the Partnership is:

921 North Venetian Drive  
Miami Beach, Florida 33139

3. The name and address of the agent for service of process on the Partnership is:

Richard A. Wood, Esq.  
KEITH MACK LLP  
First Union Financial Center  
200 South Biscayne Blvd.  
20th Floor  
Miami, Florida 33131-2310

4. The name and business address of the corporate General Partner is as follows:

ISB MANAGEMENT, INC., a Florida corporation  
921 North Venetian Drive  
Miami Beach, Florida 33139

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5. The mailing address of the Partnership is:

921 North Venetian Drive  
Miami Beach, Florida 33139

6. The latest date upon which the Partnership shall dissolve is December 31, 2050.

7. The effective date of this Certificate of Limited Partnership shall be upon filing with the Department of State.

8. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by (a) Dr. Ira Stephen Barton, as President of ISB MANAGEMENT, INC., a Florida corporation, as the General Partner of OAKWOOD SHOPPING CENTER, LTD. or (b) an authorized corporate officer, of ISB MANAGEMENT, INC., a Florida corporation, as General Partner of OAKWOOD SHOPPING CENTER, LTD.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR - 1 PM 3:32

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 OAKWOOD SHOPPING CENTER, LTD. this 31<sup>st</sup> day of March, 1998.

**GENERAL PARTNER**

ISB MANAGEMENT, INC., a Florida corporation

By: 

Dr. Ira Stephen Barton, President

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for OAKWOOD SHOPPING CENTER, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree 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 Registered Agent.

**REGISTERED AGENT**

By: 

RICHARD A. WOOD

K:\USR\RAW\CORP.DOC\OAKWOOD.CER

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

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

**BEFORE ME**, the undersigned authority, personally appeared Dr. Ira Stephen Barton, as President of ISB MANAGEMENT, INC., a Florida corporation, which is the General Partner of OAKWOOD SHOPPING CENTER, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", who upon being fully sworn, certified as follows:

1.       The amount of capital contributions to the Partnership made by the Limited Partners is as follows:

	\$1,400,000.00
Total	\$ 1,400,000.00

2.       The amount of additional capital contributions anticipated to be contributed by the Limited Partners is as follows:

_____	\$ -0-
_____	
_____	
_____	
Total	\$ -0-

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DIVISION OF CORPORATIONS  
98 APR 1 PM 3:32

**FURTHER AFFIANT SAITH NAUGHT.**

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

**GENERAL PARTNER:**

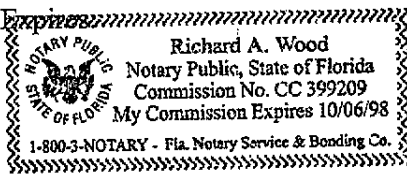
ISB MANAGEMENT, INC., a Florida corporation

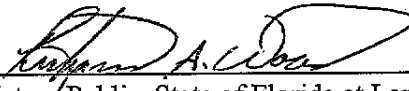
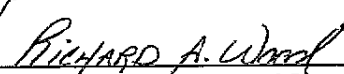
By: \_\_\_\_\_

*ist*  
Dr. Ira Stephen Barton, President

Dated: March \_\_, 1998

The foregoing instrument was acknowledged before me this 31<sup>st</sup> day of March, 1998, by Dr. Ira Stephen Barton, as President of ISB MANAGEMENT, INC., a Florida corporation, the General Partner of OAKWOOD SHOPPING CENTER, LTD., a Florida limited partnership, who is personally known to me or has produced \_\_\_\_\_ as identification.

My Commission Expires 

  
Notary Public, State of Florida at Large  
  
Print/Type or Stamp Notary Name

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