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LAW OFFICES
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PETER M. HODKIN*
*ALSO ADMITTED IN NEW YORK

TELECOPIER (954) 735-3636

March 26, 1998

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gains Street
Tallahassee, Florida 32399

800002471238--4
-03/27/98-01098-003
***1837.50 ***1837.50

RE: Certificate of Limited Partnership
Brittany Bay at Andros Isle, Ltd.

Dear Sir/Madam:

Enclosed herewith is the Certificate of Limited Partnership together with the Affidavit of Capital Contributions for the above referenced Limited Partnership. I have also enclosed my check in the sum of \$1,837.50 in payment of the following:

- | | |
|-----------------------------------|------------|
| 1. Filing Fee - | \$1,750.00 |
| 2. Registered Agent designation - | \$35.00 |
| 3. Certified Copy - | \$52.50 |

TOTAL

\$1,837.50

I would appreciate it if you would file the certificate on Friday, March 27, 1998 and return the certified copy in the Federal Express envelope provided so that I have it in my possession on Monday, March 30, 1998.

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

Thank you for your attention to this matter.

Very truly yours,

Peter M. Hodkin
Peter M. Hodkin
For the Firm

Name	4/12/98
Answered	OK
Document Examiner	DCC
Registrar	DCC
Per	
Ver	
Knowledge	PMH/lmv
Enclosure	DCC
Ver	DCC

TC
\$1,500,000.00

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CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, desiring to form a limited partnership under and by virtue of the powers conferred by the Florida Revised Uniform Limited Partnership Act, pursuant to the provisions of Section 620.108, after being duly sworn, do on oath depose and say:

1. The name of the Limited Partnership is:
BRITTANY BAY AT ANDROS ISLE, LTD.

2. The office and principal place of business for the Partnership currently is:

6650 N.W. 41st Street
Coral Springs, Florida 33067

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

Peter M. Hodkin, Esquire
2101 West Commercial Boulevard, Suite 4100
Fort Lauderdale, Florida 33309

4. The name and business addresses of the General Partners are:

P97000068649
Zuckerman Homes at Andros Isle, Inc.
6650 N.W. 41st Street
Coral Springs, Florida 33067

and

BankAtlantic Venture Partners 3, Inc.
c/o The Abdo Companies
1350 N.E. 56th Street
Fort Lauderdale, Florida 33334
Attn: John E. Abdo

M63523

FILED
96 MAR 27 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5. The mailing address of the Partnership is:

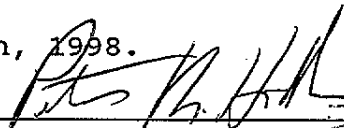
6650 N.W. 41st Street
Coral Springs, Florida 33067

6. The latest date upon which the Partnership will dissolve is February 6, 2018.

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP, AT THE PLACE DESIGNATED IN PARAGRAPH 3 OF THIS CERTIFICATE OF LIMITED PARTNERSHIP, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 20th DAY OF March, 1998.


PETER M. HODKIN

IN WITNESS WHEREOF, Andrew Zuckerman, as President of ZUCKERMAN HOMES AT ANDROS ISLE, INC., and John E. Abdo, as President of BANKATLANTIC VENTURE PARTNERS 3, INC., have signed this Certificate of Limited Partnership pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED THIS 20th DAY OF March, 1998.

ZUCKERMAN HOMES AT ANDROS, ISLE, INC., a Florida corporation, as General Partner

By: 
ANDREW ZUCKERMAN, President

BANKATLANTIC VENTURE PARTNERS 3, INC., a Florida corporation, as General Partner

By: 
JOHN E. ABDO, President

AFFIDAVIT
OF
CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

We, ANDREW ZUCKERMAN, as President of Zuckerman Homes at Andros Isle, Inc., a Florida corporation, and JOHN E. ABDO, as President of BankAtlantic Venture Partners 3, Inc., a Florida corporation, which corporations are the General Partners of BRITTANY BAY AT ANDROS ISLE, LTD., a Florida limited partnership (the "Partnership"), being duly sworn, certify as follows:

1. The amount of capital contributions to the Partnership made by the Limited Partner is \$250,000.00.

2. It is anticipated pursuant to the terms of the BRITTANY BAY AT ANDROS ISLE, LTD., Agreement of Limited Partnership, that the Limited Partner will contribute \$1,250,000.00 in additional capital contributions to the Partnership.

Under penalties of perjury, the undersigned, as President of Zuckerman Homes at Andros Isle, Inc., and BankAtlantic Venture Partners 3, Inc., the General Partners of the Partnership, declare that they have read the foregoing and that the facts alleged are true, to the best of their knowledge and belief.

ZUCKERMAN HOMES AT ANDROS, ISLE,
INC., a Florida corporation, as
General Partner

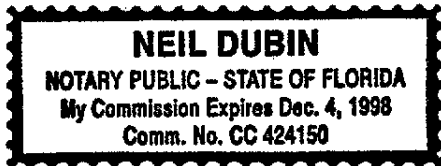
By: 
ANDREW ZUCKERMAN, President

(SIGNATURES CONTINUED ON FOLLOWING PAGE)

BANKATLANTIC VENTURE PARTNERS 3,
INC., a Florida corporation, as
General Partner

By: *John E. Abdo*
JOHN E. ABDO, President

Sworn to and subscribed before me this 17 day of ~~March~~, 1998
by Andrew Zuckerman. He is personally known to me.



Neil Dubin
NOTARY PUBLIC
State of Florida at Large

My Commission Expires: _____

Sworn to and subscribed before me this 20th day of March, 1998
by John E. Abdo. He is personally known to me.

Alexander M. Dunn
NOTARY PUBLIC
State of Florida at Large

My Commission Expires: _____

