

A98000000 861



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 769651 4336650

AUTHORIZATION : *Patricia Pajuts*

COST LIMIT : \$ 1837.50

ORDER DATE : April 6, 1998

ORDER TIME : 9:49 AM

ORDER NO. : 769651-005

CUSTOMER NO: 4336650

CUSTOMER: James H. Barrett, esq
BAKER & MCKENZIE

Suite 1600
701 Brickell Avenue
Miami, FL 33131

300002473473--4

DOMESTIC FILING

NAME: SABANA REAL ESTATE HOLDINGS,
LTD.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	Availability	<u>XX</u>	CERTIFIED COPY
			PLAIN STAMPED COPY
Document			CERTIFICATE OF GOOD STANDING
Examiner		DCC	
CONTACT PERSON: Brenda Phillips			
Updater		DCC	
Updater			
Verifier		DCC	
Acknowledgement		DCC	
W. P. Verifier		DCC	

EXAMINER'S INITIALS: _____

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -6 AM 11:28
TAMPA, FLORIDA

7
\$1,300,000.00

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

SABANA REAL ESTATE HOLDINGS, LTD.

a Florida limited partnership

1. The name of this limited partnership is SABANA REAL ESTATE HOLDINGS, LTD. (the "Partnership").

2. The principal place of business and the mailing address of the Partnership is:

3 Grove Isle Drive, #508
Miami, FL 33133

3. The name and address of the registered agent of the Partnership is:

Juan M. Holguin
3 Grove Isle Drive, #508
Miami, FL 33133

4. The name and address of the sole General Partner of the Partnership is:

Sabana Real Estate, Inc.
3 Grove Isle Drive, #508
Miami, FL 33133

5. The latest date upon which the Partnership is to dissolve is December 31, 2059.

IN WITNESS WHEREOF, the undersigned general partner of SABANA REAL ESTATE HOLDINGS, LTD, has executed this Certificate of Limited Partnership this 3rd day of April, 1998.

GENERAL PARTNER:

SABANA REAL ESTATE, INC.

By: _____

JUAN M. HOLGUIN, PRESIDENT

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DIVISION OF CORPORATIONS
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AFFIDAVIT OF CAPITAL CONTRIBUTION

1. The name of the partnership is SABANA REAL ESTATE HOLDINGS, LTD., Ltd., a Florida limited partnership (the "Partnership").

2. The amount of capital contributions of the Limited Partners and the amount anticipated to be contributed by the limited partners of the Partnership totals \$1,300,000.

FURTHER AFFIANT SAYETH NAUGHT.

GENERAL PARTNER:

SABANA REAL ESTATE, INC.

By: 

JUAN H. HOLGUIN, PRESIDENT

DATED: April 3, 1998

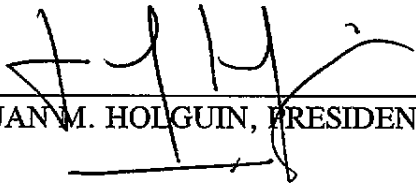
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ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for SABANA REAL ESTATE HOLDINGS, LTD., at the place designated in this Certificate of Limited Partnership, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto.

SABANA REAL ESTATE, INC.

By:


JUAN M. HOLGUIN, PRESIDENT

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