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Charte Number Only

4-3-98 SANDRA

STROCK, STROCK & LAVAN, PA

Requestor's Name

200 S. Biscayne Blvd. #3300

Address

Miami, FL 33131

City

State

ZIP

Phone

358-9900 P

VALIDATION ONLY

500002479405--4
-04/06/98--01013--027
*****87.50 *****87.50

CORPORATION(S) NAME

MDM Brickell Office Group, LTD.

98 APR 15 AM 10:37
DIVISION OF CORPORATIONS
SECRETARY OF STATE



Empire Toll Free: 1-800-432-3028

- () Profit () NonProfit () Amendment () Merger () Foreign () Dissolution () Mark (X) Limited Partnership () Annual Report () Other () Reinstatement () Reservation () Change of Registered Agent

- () Certified Copy () Photo Copies () Certificate Under Seal () Call When Ready () Call If Problem () After 4:30 (X) Walk In Document () Will Wait (X) Pick Up () Mail Out

Name	Examiner	DCC
Availability	Verifier	DCC
(X) Call When Ready	Verifier	DCC
(X) Walk In Document	Verifier	DCC
Examiner	Verifier	DCC
Name	Verifier	DCC
Availability	Verifier	DCC
Document	Verifier	DCC
Examiner	Verifier	DCC
Verifier	Verifier	DCC
Updater	Verifier	DCC
Acknowledgement	Verifier	DCC
W.P. Verifier	Verifier	DCC
Acknowledgement	Verifier	DCC
W.P. Verifier	Verifier	DCC

3K
4/15/98

98 APR -5 AM 10:09
DIVISION OF CORPORATIONS
SECRETARY OF STATE

CR2E031 (R8-85)

W980000007606



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 6, 1998

EMPIRE
% STROOCK STROOCK & LAVAN, P.A.
200 S BISCAYNE BLVD., #3300
MIAMI, FL 33131

SUBJECT: MDM BRICKELL OFFICE GROUP, LTD.
Ref. Number: W98000007606

We have received your document for MDM BRICKELL OFFICE GROUP, LTD.
and your check(s) totaling \$87.50. However, the enclosed document has not
been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or
your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call
(850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 198A00018144

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 15 AM 10:37

RECEIVED
98 APR 15 AM 9:50
DIVISION OF CORPORATIONS

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MDM BRICKELL OFFICE GROUP, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 15 AM 10:37

THE UNDERSIGNED, the general partner of MDM Brickell Office Group, Ltd. (the "Partnership"), does hereby certify as follows for the purpose of forming a limited partnership pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act:

1. The name of the Partnership is "MDM Brickell Office Group, Ltd."
2. The business address and the mailing address of the Partnership is 9090 South Dadeland Boulevard, Miami, Florida 33156.
3. The name of the Registered Agent for service of process is Carey A. Stiss, Esq.
4. The address for the Registered Agent is Stroock & Stroock & Lavan, LLP, First Union Financial Center - Suite 3300, 200 Biscayne Boulevard, Miami, Florida 33131-2385.
5. The latest date upon which the Limited Partnership is to be dissolved is March 31, 2038.
6. The name and business address of the general partner of the Partnership is MDM Brickell II, Inc., a Florida corporation 9090 South Dadeland Boulevard, Miami, Florida 33156..

Signed this 2 day of ~~March~~
APRIL, 1998.

998000029210

MDM Brickell II, Inc., a Florida corporation



By: _____
Luis A. Pulenta, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 15 AM 10:37

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME appeared the undersigned, being the President of MDM Brickell II, Inc., a Florida corporation that is the sole general partner of MDM Brickell Office Group, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership", who upon being sworn, certified that the amount of capital contributions contributed to date and anticipated to be contributed by the limited partner of the Partnership is \$1,500.00.

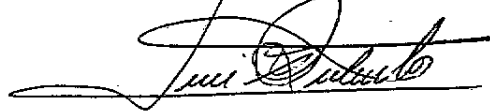
Dated: March 2, 1998.
Real

FURTHER AFFLIANT SAYETH NOT.

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:

MDM Brickell II, Inc., a Florida corporation



By: _____

Luis A. Pulenta, 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 Luis A. Pulenta, who is known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, or who presented _____ as identification, and he acknowledged to me and before me that he executed this Affidavit as President of MDM Brickell II, Inc. and that said corporation is the general partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 2 day of ~~March~~, 1998.

APRIL

(SEAL)

Notary Public, State of Florida

My commission expires:



JOSE GONZALEZ
COMMISSION # CC716110
EXPIRES MAR 28, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED STATE
DIVISION OF CORPORATIONS
98 APR 15 AM 10:37

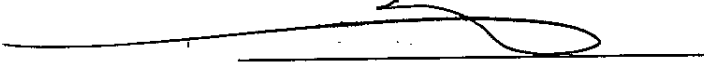
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
OF
MDM BRICKELL OFFICE GROUP, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 15 AM 10:37

The name and address of the registered agent and office is: Carey A. Stiss, Esq., Stroock & Stroock & Lavan, LLP, 200 South Biscayne Boulevard, Suite 3300, Miami, Florida 33131-2385.

Having been named as registered agent and to accept service of proces for the above stated limited partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 3rd day of April, 1998.


Carey A. Stiss, Esq.