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FLORIDA DIVISION OF CORPORATIONS

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((H98000007708 4))

TO: DIVISION OF CORPORATIONS
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FAX #:

FROM: BILZIN, SUMBERG DUNN PRICE & AXELROD LLP
075350000132

ACCT#:

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NAME: NEW RIVER VILLAGE PHASE I, LTD.

AUDIT NUMBER.....H98000007708

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
NEW RIVER VILLAGE PHASE I, LTD.**

The undersigned, desiring to form a limited partnership in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, as set forth in Sections 620.101 to 620.192, Florida Statutes, as amended, hereby states as follows:

1. The name of the limited partnership is NEW RIVER VILLAGE PHASE I, LTD., a Florida limited partnership (the "Limited Partnership").

2. The address of the principal and registered office of the Limited Partnership is:

115 N.W. 167th Street
Suite 300
Miami, Florida 33169.

3. The name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, as amended, are:

NRVPI MANAGER, INC.,
a Florida corporation,
115 N.W. 167th Street
Suite 300
Miami, Florida 33169.

4. The name and business address of the sole general partner of the Limited Partnership are:

NRVPI MANAGER, LTD.,
a Florida limited partnership,
115 N.W. 167th Street
Suite 300
Miami, Florida 33169.

5. The mailing address for the Limited Partnership is:

115 N.W. 167th Street
Suite 300
Miami, Florida 33169

This instrument prepared by:
Alan D. Axelrod, Esquire
Florida Bar No. 324884
BILZIN SUMBERG DUNN PRICE & AXELROD LLP
2500 First Union Financial Center
Miami, Florida 33131-2336
Telephone: 305-374-7580

Fax Audit No. H98-7708

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

The execution of this Certificate of Limited Partnership on behalf of the undersigned sole general partner constitutes an affirmation that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed in the name and on behalf of the sole general partner of the Limited Partnership as of the 23 day of April, 1998.

NRVPI MANAGER, LTD., a Florida limited partnership

By: NRVPI Manager, Inc., a Florida corporation, its sole general partner

By: 
Granvil Tracy, President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, as President and on behalf of NRVPI MANAGER, INC., a Florida corporation (the "Corporation"), which has been designated as registered agent for NEW RIVER VILLAGE PHASE I, LTD., a Florida limited partnership (the "Limited Partnership"), in the foregoing Certificate of Limited Partnership of the Limited Partnership, hereby agrees that the Corporation will accept service of process for and on behalf of the Limited Partnership and that the Corporation will comply with any and all laws, including, without limitation, Section 620.192, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated: April 23, 1998.

NRVPI Manager, Inc., a Florida corporation

By: 
Granvil Tracy, President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

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TALLAHASSEE, FLORIDA

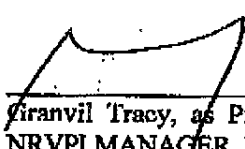
BEFORE ME, the undersigned authority, a notary public authorized to administer oaths and to take acknowledgments in and for the State and County aforesaid, personally appeared Granvil Tracy, as President of NRVPI MANAGER, INC., a Florida corporation (the "Corporation"), which corporation is the sole general partner of NRVPI MANAGER, LTD., a Florida limited partnership ("NRVPI"), which limited partnership is the sole general partner of NEW RIVER VILLAGE PHASE I, LTD., a Florida limited partnership (the "Limited Partnership") who, after first being duly sworn on oath, deposes and says as follows on behalf of the Corporation, on behalf of NRVPI:

1. Affiant is the President and duly authorized to act on behalf of the Corporation, which is the sole general partner of NRVPI, which is the sole general partner of the Limited Partnership.

2. As of the date hereof, the limited partners of the Limited Partnership have actually contributed to the Limited Partnership an aggregate of \$1.00 of the total amount of \$1,158,300.00 in capital contributions anticipated to be contributed to the Limited Partnership by its limited partners.

3. Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.

FURTHER AFFIANT SAYS NAUGHT.

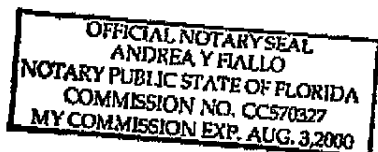

Granvil Tracy, as President and on behalf of NRVPI MANAGER, INC., a Florida corporation on behalf and as the sole general partner of NRVPI MANAGER, LTD., a Florida limited partnership

Fax Audit No. H98- 7708

THE FOREGOING INSTRUMENT was acknowledged, sworn to and subscribed before me this 23 day of April 1998, by Granvil Tracy, as President of NRVPI MANAGER, INC., a Florida corporation, on behalf of such corporation as the general partner and on behalf of NRVPI MANAGER, LTD., a Florida limited partnership; said individual is personally known to me or has produced a driver's license as identification.

My Commission Expires:

[NOTARIAL SEAL]



Andrea Y. Fiallo
Print Name: ANDREA Y. FIALLO
NOTARY PUBLIC, State of Florida
Serial No., if any: _____

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