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April 15, 1998

Division of Corporations  
Secretary of State  
P.O. Box 6327  
Tallahassee, Florida 32314

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-04/20/98--01095--001  
\*\*\*1785.00 \*\*\*1785.00

RE: TISHMAN REAL ESTATE INVESTMENT TRUST LIMITED PARTNERSHIP

To Whom it May Concern:

Enclosed please find the following documents for filing the above-referred to limited partnership:

1. Certificate of Limited Partnership of Tishman Real Estate Investment Trust, Limited Partnership;
2. Affidavit of Capital Contributions; and
3. Certificate Designating Place of Business or Domicile for the Service of Process within Florida, Naming Agent Upon Whom Process May be Served.

Further find enclosed my client's check in the sum of \$1,785.00 for the maximum fee and registration of the Registered Agent.

Enclosed further find a self-addressed, stamped envelope for your convenience in returning these documents to the undersigned.

If you have any questions or problems, please do not hesitate to contact the undersigned.

Very truly yours,

MARSHALL DOUGLAS PLATT, P.A.  
Attorney at Law

BY: \_\_\_\_\_  
MARSHALL D. PLATT, ESQUIRE

MDP/kgs  
Enclosures

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Document Examiner	JK
Updater	JK
Updater Verifier	JK
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

OF

TISHMAN REAL ESTATE INVESTMENT TRUST LIMITED PARTNERSHIP

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98 APR 20 PM 4:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, being desirous of forming a limited partnership pursuant to the laws of the State of Florida, do certify as follows:

1. The name of the limited partnership is Tishman Real Estate Investment Trust Limited Partnership.

2. The address of the registered office is 1200 North Federal Highway, Hollywood, Florida 33020. The Partnership's registered agent for service of process is Tishman Real Estate Investment Trust, Inc. with an address at 1200 North Federal Highway, Hollywood, Florida 33020.

3. The name and business address of each general partner is as follows:

Tishman Real Estate Investment Trust, Inc. *P94-84338*  
1200 North Federal Highway  
Hollywood, Florida 33020

Milan Limited, Inc. *P97-89439*  
1200 North Federal Highway  
Hollywood, Florida 33020

4. The Partnership's mailing address is 1200 North Federal Highway, Hollywood, Florida 33020.

5. The latest date on which the Partnership is to dissolve is December 31, 2038.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the undersigned have duly made and signed this Certificate of Limited Partnership and affirm, under the penalties of perjury, that the facts stated herein are true, this 15 day of April, 1998.

GENERAL PARTNERS:

Tishman Real Estate Investment  
Trust, Inc.

By: 

William J. Tishman  
President

Milan Limited, Inc.

By: 

Lorena Gomez,  
President

(c:/wpwin/wpdocs/oasis/certificate)

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

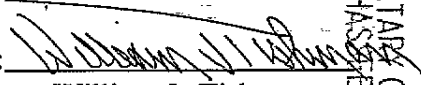
We, the undersigned, in connection with the mailing of and filing of a Certificate of Limited Partnership for a limited partnership to be named Tishman Real Estate Investment Trust Limited Partnership, do declare that the capital contribution of the Initial Limited Partner is \$200.00 and the maximum amounts anticipated to be contributed by the additional limited partners is \$50,000,000.

IN WITNESS WHEREOF, the undersigned hereby affirm, under the penalties of perjury, that the facts stated herein are true.

Dated: April 15, 1998

GENERAL PARTNERS:

Tishman Real Estate Investment  
Trust, Inc.

By:   
William J. Tishman  
President

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TALLAHASSEE, FLORIDA

Milan Limited, Inc.

By:   
Lorena Gomez,  
President

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

FIRST: TISHMAN REAL ESTATE INVESTMENT TRUST LIMITED PARTNERSHIP,  
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,  
WITH ITS PRINCIPAL PLACE OF BUSINESS AT 1200 NORTH FEDERAL HIGHWAY, IN THE  
CITY OF HOLLYWOOD, COUNTY OF BROWARD, STATE OF FLORIDA, 33020, HAS  
NAMED WILLIAM TISHMAN, LOCATED AT 6200 STIRLING ROAD, DAVIE, FLORIDA, 33314,  
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: William Tishman

WILLIAM TISHMAN

TITLE: PRESIDENT, INCORPORATOR

DATE: 4/16, 1998

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED LIMITED PARTNERSHIP AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH  
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

SIGNATURE: William Tishman

WILLIAM TISHMAN  
(Registered Agent)

DATE: 4/16, 1998