

A98000001054



ACCOUNT NO. : 072100000032
REFERENCE : 799728 4330594

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 29, 1998

ORDER TIME : 11:36 AM

ORDER NO. : 799728-005

CUSTOMER NO: 4330594

CUSTOMER: Justin Wilson, Legal Assistant
ADORNO & ZEDER, P.A.

Suite 1600
2601 South Bayshore Drive
Miami, FL 33133

600002505356-6
-04/29/98-01058-004
***1662.50 ***1662.50

DOMESTIC FILING

NAME: 2500 PONCE ASSOCIATES, LTD.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

FILED
98 APR 29 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

| | | |
|-----------------|------------------------------|------------------------------|
| Name | 4/29/98 | CERTIFIED COPY |
| Availability | dcc | PLAIN STAMPED COPY |
| | | CERTIFICATE OF GOOD STANDING |
| Document | | |
| Examiner | CONTACT PERSON: Janna Wilson | |
| Updater | ppc | |
| Updater | | |
| Verifier | DCC | |
| Acknowledgement | DCC | |
| W. P. Verifier | DCC | |

EXAMINER'S INITIALS:

RECEIVED
98 APR 29 PM 1:04
DIVISION OF CORPORATION
0015779
21

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
2500 PONCE ASSOCIATES, LTD.**

The undersigned, pursuant to the provisions of Section 620.108 of the Florida Statutes, hereby certifies and swears in this Certificate of Limited Partnership to the following:

1. NAME.

The name of the limited partnership is:
2500 Ponce Associates, Ltd. (the "Partnership")

2. REGISTERED AGENT.

The name and address of the Registered Agent for the Partnership is:
A Z Registered Agent Corporation
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

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3. GENERAL PARTNER.

The name and business address of the general partner is as follows:
1998000037999
2500 Ponce Associates, Inc., a Florida corporation
407 Lincoln Road
Miami Beach, Florida 33139

4. ADDRESS.

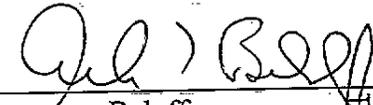
The principal business and mailing address for the Partnership is as follows:
407 Lincoln Road
Miami Beach, Florida 33139

5. DISSOLUTION DATE.

The latest date upon which the Partnership is to dissolve is December 31, 2048.

IN WITNESS WHEREOF, the General Partner has caused this Certificate of Limited Partnership to be executed in Miami, Florida, this 27th day of April, 1998.

2500 PONCE ASSOCIATES, INC.,
General Partner

By: 
Jonathan Beloff,
President

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TALLAHASSEE, FLORIDA

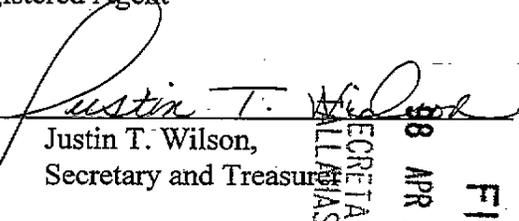
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ACCEPTANCE BY REGISTERED AGENT

Pursuant to Sections 620.105 and 620.192 of the Florida Statutes, the undersigned accepts appointment as Registered Agent for 2500 Ponce Associates, Ltd., a Florida limited partnership, and accepts all obligations imposed on it as such under Florida law.

Executed this 27th day of April, 1998.

A Z Registered Agent Corporation,
Registered Agent

By: 

Justin T. Wilson,
Secretary and Treasurer

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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned general partner of 2500 Ponce Associates, Ltd., being duly sworn, deposes and says:

The assets contributed to the Partnership by the Limited Partners has an agreed upon fair market value of \$225,000.00, with no further capital contributions anticipated.

2500 PONCE ASSOCIATES, INC.,
General Partner

By: Jonathan D Beloff
Jonathan D Beloff,
President

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TALLAHASSEE, FLORIDA