



THE UNITED STATES CORPORATION COMPANY

A98000001091

FILED IN STATE SECRETARY OF CORPORATIONS DIVISION OF 98 APR 30 PM 4: 15

ACCOUNT NO. : 072100000032

REFERENCE : 801670 132549A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 30, 1998

ORDER TIME : 10:46 AM

ORDER NO. : 801670-010

CUSTOMER NO: 132549A

CUSTOMER: David Wolis, Esq NEMSER & WOLIS, P.A.

Suite 204a 18999 Biscayne Blvd. North Miami Bch, FL 33180

700002506447--1

-04/30/98--01041--026

***1785.00 ***1785.00

File Received RECEIVED 98 APR 30 AM 11: 21 DEPT. OF STATE DIVISION OF CORPORATIONS

DOMESTIC FILING

NAME: JAFFE REAL ESTATE INVESTMENTS LIMITED

EFFECTIVE DATE:

ARTICLES OF INCORPORATION XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY XX PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

DL

5/4/98

[Handwritten scribble]



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 1, 1998

DANIEL LEGGETT
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: JAFFE REAL ESTATE INVESTMENTS LIMITED
Ref. Number: W98000009782

RESUBMIT
Please give original
submission date as file date.

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98 MAY -4 AM 10: 39
DIVISION OF CORPORATION

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We have received your document for JAFFE REAL ESTATE INVESTMENTS LIMITED and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please correct the AFFIDAVIT. The AFFIDAVIT must state 2 cash amounts. It must state the limited partner contributions to date. And then it must state the total anticipated limited partner contribution amount. The present AFFIDAVIT just says that at least \$260,000.00 will be contributed. We must have a TOTAL ANTICIPATED LIMITED PARTNER CONTRIBUTION AMOUNT. This will be to the partnership's advantage, because if a high enough amount is stated, the partnership will be able to avoid the expense of filing supplemental affidavits.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 198A00023893

**CERTIFICATE OF LIMITED PARTNERSHIP OF
JAFFE REAL ESTATE INVESTMENTS LIMITED**
a Florida limited partnership

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The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states:

1. The name of the Partnership is **JAFFE REAL ESTATE INVESTMENTS LIMITED.**
2. The address of the office of the Partnership is 18999 Biscayne Boulevard, Aventura, Florida 33180.
3. The name and address of the agent for service of process on the Partnership is:

David A. Wolis
Nemser & Wolis, P.A.
18999 Biscayne Blvd Suite 204A
Aventura, Florida 33180

4. The name and business address of the sole general partner is:

Jaffe Real Estate, Inc
18999 Biscayne Blvd
Aventura, Florida 33180.

P98000039219

5. The mailing address of the Partnership is 18999 Biscayne Boulevard Aventura, Florida 33180.
6. The latest date upon which the Partnership shall dissolve is January 1, 2070.

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the sole General Partner of **JAFFE REAL ESTATE INVESTMENTS LIMITED** this 29TH day of April, 1998.

GENERAL PARTNER:

JAFFE REAL ESTATE, INC

By: _____

Norman S. Jaffe

Norman S. Jaffe, President

AFFIDAVIT OF CAPITAL CONTRIBUTION

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**STATE OF FLORIDA
COUNTY OF DADE**

BEFORE ME, the undersigned authority, personally appeared NORMAN S. JAFFE, PRESIDENT, of JAFFE REAL ESTATE, INC, the sole general partner of JAFFE REAL ESTATE INVESTMENTS LIMITED (the "Partnership"), who upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, Ten-Thousand and No/100 (\$10,000) Dollars.
2. At this time, the total anticipated capital contributions to be made by the limited partners will be in the amount of Four-Hundred Thousand and No/100 (\$400,000) Dollars.

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.

JAFFE REAL ESTATE, INC

By Norman S. Jaffe
Norman S. Jaffe, President

SWORN TO AND SUBSCRIBED BEFORE ME BY NORMAN S. JAFFE WHO PRESENTED _____ AS IDENTIFICATION OR IS PERSONALLY KNOWN TO ME AND WHO DID TAKE AN OATH.

Barbara Omara
NOTARY PUBLIC

My commission expires:

Printed Name of NOTARY PUBLIC

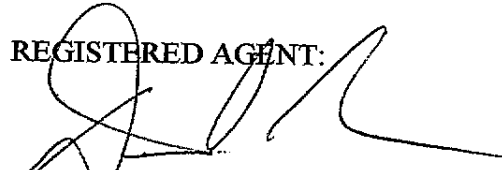


BARBARA OMARA
My Commission CC515650
Expires Dec. 13, 1999

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for JAFFE REAL ESTATE INVESTMENTS LIMITED, a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:



David A. Wolis, Vice President.
Nemser & Wolis, P.A.
18999 Biscayne Boulevard Suite 204A
Aventura, Florida 33180

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