

SENT BY: RUDEN MCCLOSKEY

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000
FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, ACCT#: 076077000521
CONTACT: SUSAN OSBORNE
PHONE: (954)761-2910 FAX #: (954)764-4996

NAME: MIAMI RIVER PARTNERS, LTD.
AUDIT NUMBER.....H98000008396
DOC TYPE.....FLORIDA LIMITED PARTNERSHIP
CERT. OF STATUS..0 PAGES..... 4
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MIAMI RIVER PARTNERS, LTD.**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

- 1. The name of the limited partnership ("Partnership") is Miami River Partners, Ltd.
- 2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (the "Act") is 200 South Park Road, Hollywood, Florida 33021.
- 3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is Theodore R. Stotzer, 200 South Park Road, Hollywood, Florida 33021.

4. The name and business address of each General Partner of the Partnership is as follows:

<u>GENERAL PARTNER</u>	<u>BUSINESS ADDRESS</u>
Miami River Partners, Inc.	200 South Park Road Hollywood, Florida 33021

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- 5. A mailing address for the Partnership is c/o Miami River Partners, Inc., 200 South Park Road, Hollywood, Florida 33021.
- 6. The latest date upon which the Partnership is to dissolve is December 31, 2028, unless terminated sooner in accordance with the provisions of the Limited Partnership Agreement.

Prepared by: Barry R. Sommerstein, Esq., FL Bar# 0712563
 Ruden McClosky, Et al., P. O. Box 1900
 Fort Lauderdale, Florida 33301
 (954) 764-6660

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7. All of the Partnership's acts and decisions shall be authorized by the written consent of the General Partner.

IN WITNESS WHEREOF, the undersigned, being the general partners of the Partnership, have duly executed this Certificate of Limited Partnership of Miami River Partners, Ltd., this 30 day of April, 1998, for filing in accordance with Section 620.108 of the Florida Revised Uniform Limited Partnership Act. This document may be executed in counterparts, each of which may be deemed an original, but all of which together, when filed in the corporate records, shall be deemed one instrument.

This Certificate of Limited Partnership shall be effective upon filing.

GENERAL PARTNER:

MIAMI RIVER PARTNERS, INC.

By: [Signature]
Michael Swerdlow, President

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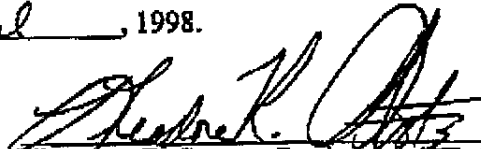
Prepared by: Barry E. Somerstein, Esq., FL Bar# 0212563
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
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**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

THE UNDERSIGNED, named as the agent for service of process in paragraph three of the Certificate of Limited Partnership of Miami River Partners, Ltd., hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act.

DATED this 30 day of April, 1998.


Theodore R. Stotzer, Registered Agent

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**AFFIDAVIT DECLARING AMOUNT OF
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF
MIAMI RIVER PARTNERS, LTD.**

The undersigned, constituting the General Partner of Miami River Partners, Ltd., (the "Partnership"), a Florida limited partnership, certifies as follows:

Upon the formation of the Partnership, the limited partners' contributions of cash and property to the Partnership have a value of \$1,000. No additional capital contribution is anticipated to be made by the limited partners.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

FURTHER AFFIANT SAYETH NOT.

Under the 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:

MIAMI RIVER PARTNERS, INC.,
its general partner

By: 
Michael Swerdlow, President

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