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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: COBB & EBIN P.A.

ACCT#: 110670000060

CONTACT: DIANE JACOBS

PHONE: (305)377-0223

FAX #: (305)377-0224

NAME: MONTE CARLO ASSOCIATES, LTD.

AUDIT NUMBER.....H98000008497

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..1 PAGES..... 4

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TALLAHASSEE, FLORIDA

98 MAY -5 PM 2: 30

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DIVISION OF CORPORATIONS

CERTIFICATE OF LIMITED PARTNERSHIP

OF

MONTE CARLO ASSOCIATES, LTD.

The undersigned, acting as organizer of a Limited Partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986) hereby adopts the following certificate for such Limited Partnership:

1. The name of the Limited Partnership is MONTE CARLO ASSOCIATES, LTD.

2. (a) The address of the office of the Partnership at which the records required to be maintained by Fla. Stat. §620.105 shall be maintained is:

c/o Thomas C. Cobb, Esq.
Cobb & Ebin P.A.
1399 S.W. First Avenue
Suite 301
Miami, FL 33130

(b) The name and address of the Limited Partnership agent for service of process upon the Partnership, required to be maintained by Fla. Stat. §620.105, is:

Thomas C. Cobb, Esq.
Cobb & Ebin P.A.
1399 S.W. First Avenue
Suite 301
Miami, Florida 33130

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

Name:

DACRA MONTE CARLO ASSOCIATES, INC.

Address:

230 Fifth Street
Miami Beach, FL 33139

This Instrument Prepared by:
Thomas C. Cobb, Esq.
Florida Bar No. 113517
Cobb & Ebin P.A.
1399 SW First Avenue
Suite 301
Miami, FL 33130
(305) 377-0223

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TALLAHASSEE, FLORIDA

98-3871

4. The mailing address for the Partnership is:

c/o DACRA MONTE CARLO ASSOCIATES, INC.
230 Fifth Street
Miami Beach, FL 33139

5. The term of the Partnership shall commence on the date of the filing of this Certificate of Limited Partnership with the Secretary of State of Florida and shall continue until April 30, 2049, unless sooner terminated as provided in the Limited Partnership Agreement.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been duly executed by the General Partner as of the 1st day of May, 1998.

General Partner:

DACRA MONTE CARLO ASSOCIATES, INC.,
a Florida Corporation

Witnesses:

[Signature]
Print Name: JULIAN BARRA
[Signature]
Print Name: Stee Ginsten

By: [Signature] President
Craig Robins

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TALLAHASSEE, FLORIDA

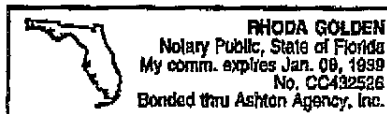
STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

The foregoing Certificate of Partnership for MONTE CARLO ASSOCIATES, LTD. was acknowledged before me this 1st day of May, 1998, by Craig Robins, who [] is personally known to me or [] has produced _____ as identification, as President of DACRA MONTE CARLO ASSOCIATES, INC., a Florida corporation on behalf of the corporation as general partner of Monte Carlo Associates, Ltd.

[Signature]
NOTARY PUBLIC, State of Florida
at Large

KHODA GOLDEN
(Print, Type or Stamp Name)
Commission No. CC432526
My commission expires: 8/18/99



MAY. 5.1998 12:31PM

COBB & EBIN P.A.

NO.697

P.4/5

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Partnership, at the place designated in this Certificate of Limited Partnership, 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.



Thomas C. Cobb

Dated: April 30, 1998

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TALLAHASSEE, FLORIDA

