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THOMSON MURARO

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FROM: THOMSON MURARO RAZOOK & HUNT, P.A.
CONTACT: ANA COZ
PHONE: (305) 350-7200

ACCT#: 102556003002

FAX #: (305) 374-1005

NAME: 1802 ASSOCIATES, LTD.

AUDIT NUMBER.....H98000009085

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS...1

PAGES.....

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5 pages
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Fax Audit No. 98000009085

**CERTIFICATE OF LIMITED PARTNERSHIP OF
1802 ASSOCIATES, LTD.**
a Florida limited partnership

PURSUANT TO SECTION 620.108, FLORIDA STATUTES

FILED
98 MAY 15 AM 10:12
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The undersigned general partner(s), desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby state(s) the following:

1. The name of the limited partnership is 1802 Associates, Ltd.
2. The street address of the principal office and the mailing address of the Partnership is 404 Washington Avenue, Suite 400, Miami Beach, Florida 33139.
3. The name and address of the agent for service of process on the Partnership is:

Parker D. Thomson
One Southeast Third Avenue
17th Floor
Miami Florida 33131
4. The name and business address of the sole general partner is as follows:

1802 Associates G.P. Inc. 998-43755
404 Washington Avenue, Suite 400
Miami Beach, Florida 33139.
5. The latest date upon which the Partnership shall dissolve is December 31, 2050.

Continued

Parker D. Thomson
Florida Bar No. 081225
Thomson Muraro Razook & Hart, P.A.
1700 SunTrust International Center
One Southeast Third Avenue
Miami, Florida 33131
(305) 350-7200

Fax Audit No. 98000009085

Under penalties of perjury the undersigned general partner(s) declare(s) that she has read the foregoing, know(s) the contents thereof and that the facts stated herein are true and correct.

Dated this 14th day of May, 1998.

1802 Associates G.P., Inc.
General Partner

By:

Margaret Nee
Margaret Nee Vice-President

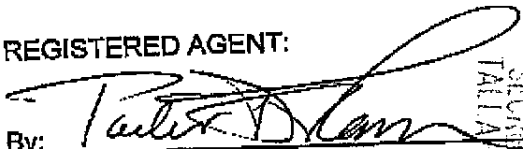
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fax Audit No. 98000009085

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for 1802 Associates, Ltd., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

By: 

Parker D. Thomson

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 MAY 15 AM 10:12

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Fax Audit No. 98000009085

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF 1802 ASSOCIATES, LTD.**

98 MAY 19 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned personally appeared Margaret Nee, as Vice-President of 1802 Associates G.P., Inc., constituting the sole general partner of 1802 Associates, Ltd., a Florida limited partnership (the "Partnership"), being duly sworn, certifies as follows:

1. The amount to date of capital contributions of the limited partners to the Partnership is \$480,150.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$480,150.

Under penalties of perjury the undersigned declares that he has read the foregoing, knows the contents thereof and that the facts stated herein are true and correct.

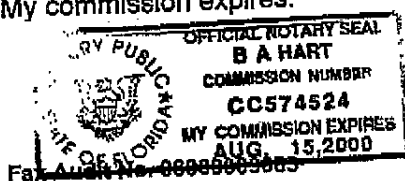
Date: May 14, 1998

1802 Associates G.P., Inc.
General Partner

By: Margaret Nee
Margaret Nee - Vice-President

SWORN TO AND SUBSCRIBED before me this 14th day of May, 1998 by Margaret Nee, as Vice-President of 1802 Associates G.P., Inc., a Florida corporation, in its capacity as the sole general partner of 1802 Associates, Ltd., a Florida limited partnership, on behalf of the corporation and as an act of the partnership. She X (a) is personally known to me, or _____ (b) has produced _____ as identification.

My commission expires:



B. A. Hart
Notary Public - State of Florida
Name: _____