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Leo J. Salvatori
Joseph D. Zaks

Quarles & Brady

April 20, 1998

Attorneys' Title Insurance Fund, Inc.
Leon County Branch
ATTENTION: BARBARA
Corporate Information Products
600 East Jefferson, Suite 200
Tallahassee, Florida 32301

Re: 7100 FAIRWAY OFFICE PARK, LIMITED PARTNERSHIP

Gentlemen:

Enclosed please find the original and a copy of the Certificate of Limited Partnership in connection with formation of a Florida Limited Partnership; Acceptance of Appointment of Registered Agent, and Affidavit of Capital Contributions to be filed with the Florida Secretary of State.

Please have these documents filed on a RUSH basis and call our office with the filing number, fax our office a copy of the filed documents as soon as possible and return the filed documents by Federal Express mail. Thank you. You may use our Federal Express number for return delivery (1069-2350-7).

Also enclosed is a check in the amount of \$1,837.50 which represents the following:

Certificate of Limited Partnership Filing Fee	
(\$1,500,000.00 total contribution)	\$1,750.00
Registered Agent	35.00
Certified Copy of Certificate	52.50

Total enclosed: \$1,837.50

If you have any questions concerning this request please contact me at 941-434-4924. If any additional funds are needed for this filing, please advance same and bill Quarles & Brady accordingly and you will be reimbursed immediately.

Sincerely,

QUARLES & BRADY

Suzanne Howard
Legal Assistant to Timothy G. Hains

Enclosures
/sh



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 18 AM 8:21

April 21, 1998

ATTORNEYS' TITLE

TALLAHASSEE, FL

SUBJECT: 7100 FAIRWAY OFFICE PARK, LIMITED PARTNERSHIP
Ref. Number: W98000008885

We have received your document for 7100 FAIRWAY OFFICE PARK, LIMITED PARTNERSHIP and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED the \$1,837.50 sent with this filing.

AS DISCUSSED, before this partnership can be filed, its corporate general partner -- ENCORE PROPERTY MANAGEMENT, INC. -- must qualify in Florida.

ALSO, the only documents we require to file a Florida limited partnership are the CERTIFICATE OF LIMITED PARTNERSHIP, AFFIDAVIT OF CAPITAL CONTRIBUTIONS, and the R.A. ACCEPTANCE. We do NOT require the filing of the AGREEMENT document.

Unless there is some special reason why this partnership wishes to have its AGREEMENT be made a matter of public record, please do NOT return the AGREEMENT, when you return your documents.

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: 698A00021423

OK
5/13/98
filed
current

Quarles & Brady

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4501 Tamiami Trail North
Naples, Florida 34103-3060
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Joseph D. Zales

May 15, 1998

Attorneys' Title Insurance Fund, Inc.
Leon County Branch
ATTENTION: BARBARA
Corporate Information Products
600 East Jefferson, Suite 200
Tallahassee, Florida 32301

Return to
TU ASAT

FILED
SECRETARY OF CORPORATIONS
MAY 18 AM 8:21

Re: 7100 FAIRWAY OFFICE PARK, LIMITED PARTNERSHIP

Dear Barbara:

Enclosed please find the original and a copy of the Certificate of Limited Partnership in connection with formation of a Florida Limited Partnership; Acceptance of Appointment of Registered Agent, and Affidavit of Capital Contributions to be filed with the Florida Secretary of State.

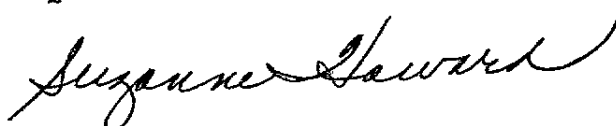
Please have these documents filed on a RUSH basis and fax our office a copy of the filed documents as soon as possible and return the filed documents by Federal Express mail. Thank you. You may use our Federal Express number for return delivery (1069-2350-7).

Our check in the amount of \$1,837.50 which represents the filing fees required, has been retained by the Secretary of State's office pursuant to their letter of April 21, as enclosed.

Thank you for your continued assistance with this filing. I have been advised that the General Partner, ENCORE PROPERTY MANAGEMENT, INC., is now qualified to do business in the State of Florida (as of May 13, 1998). If you have any questions concerning this request please contact me at 941-434-4924. If any additional funds are needed for this filing, please advance same and bill Quarles & Brady accordingly and you will be reimbursed immediately.

Sincerely,

QUARLES & BRADY



Suzanne Howard
Legal Assistant to Timothy G. Hains

Enclosures
/sh

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 18 AM 8:21

CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, desiring to for a limited partnership pursuant to the laws of the State of Florida, certified as follows:

1. Name. The name of the Partnership is 7100 FAIRWAY OFFICE PARK LIMITED PARTNERSHIP, a Florida limited partnership.
2. Office. The address of the Partnership's office is: 1601 Forum Place, Suite 200, West Palm Beach, Florida 33401.
3. Statutory Agent. The name and address of the agent of the Partnership for service of process required to be maintained by Section 620.105 of the Florida Statutes is JAY M. GROSSMAN, 1601 Forum Place, Suite 200, West Palm Beach, Florida 33401.
4. General Partner. The name and business address of the General Partner of the Partnership is:

Encore Property Management, Inc., a New York corporation
707 Westchester Avenue, Suite 401
White Plains, New York 10604. *FA8000002729*

5. Mailing Address. The mailing address for the Partnership is 1601 Forum Place, Suite 200, West Palm Beach, Florida 33401.
6. Dissolution. the latest date upon which the Partnership is to be terminated and dissolved is the last day of December, 2017.

IN WITNESS WHEREOF, the necessary party hereto has executed this Certificate as of the 15 day of April, 1998, and has sworn to the above Certificate.

GENERAL PARTNER:

ENCORE PROPERTY MANAGEMENT, INC., a
New York corporation

By: *RS*
Richard Segal, President
CHAIN

STATE OF Florida
COUNTY OF Palm Beach

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 18 AM 8:21

The foregoing instrument was sworn to and acknowledged before me this 15 day of April, 1998, by Richard Segal, as President of ENCORE PROPERTY MANAGEMENT, INC., a New York corporation, the General Partner of 7100 Fairway Office Park Limited Partnership, on behalf of the Partnership. He (✓) is personally known to me or () has produced _____ as identification.

(SEAL)



Kathryn W. Gibson
MY COMMISSION # CC532964 EXPIRES
February 15, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Kathryn W. Gibson
Notary Public
Print Name: KATHRYN W. GIBSON
Commission Number: CC532964
My Commission Expires: 2/15/00

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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DIVISION OF CORPORATIONS
98 MAY 18 AM 8:21

RICHARD SEGAL, being sworn, upon his oath deposes and says:

1. I am the President of ENCORE PROPERTY MANAGEMENT, INC., a New York corporation, which is the General Partner of 7100 FAIRWAY OFFICE PARK LIMITED PARTNERSHIP, a Florida limited partnership.
2. That this affidavit is being made in accordance with Section 620.108(1) of the Florida Statutes.
3. The General Partner has made capital contributions in the following amounts:

<u>Name of General Partner</u>	<u>Amount of Contribution</u>
Encore Property Management, Inc.	\$ 15,000.00

4. That the Limited Partners have made capital contributions in the following amounts:

<u>Name of Limited Partners</u>	<u>Amount of Contribution</u>
Jay M. Grossman	\$ 10.00

5. It is anticipated that future Limited Partners will make capital contributions in the amount of \$1,484,990.00.

6. The total amount of capital contributions will be \$1,500,000.00.

Richard Segal

STATE OF Florida
COUNTY OF Palm Beach

The foregoing instrument was sworn to and acknowledged before me this 15 day of April, 1998, by Richard Segal, as President of ENCORE PROPERTY MANAGEMENT, INC., a New York corporation, on behalf of the corporation. He (☒) is personally known to me or (☐) has produced _____ as identification.



Kathryn W. Gibson
Notary Public
My Commission # CC532964 EXPIRES
February 15, 2000
BONDED THROUGH TROY FARM INSURANCE, INC.

Kathryn W. Gibson
Notary Public
Print Name: KATHRYN W. GIBSON
My Commission Expires: 2/15/00

ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

Having been named Registered Agent for the above stated limited partnership, at the designated Registered Office, the undersigned is familiar with and accepts the obligations of said appointment, and agrees to comply with the provisions of Florida Statutes relative to keeping open said office.

Date: April 15, 1998

By: Jay M. Grossman

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 18 AM 8:21

STATE OF FLORIDA

COUNTY OF Palm Beach

The foregoing instrument was sworn to and acknowledged before me this 15 day of April, 1998, by Jay M. Grossman. He (✓) is personally known to me or () has produced _____ as identification.

Kathryn W. Gibson
NOTARY PUBLIC (SEAL)
Print Name: KATHRYN W. GIBSON
Commission Number: CC532964
My Commission Expires:



Kathryn W. Gibson
MY COMMISSION # CC532964 EXPIRES
February 15, 2000
BONDED THRU TROY FAIR INSURANCE, INC.