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ACCOUNT NO. : 072100000032

REFERENCE : 829281 87253A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 22 PM 3:13

ORDER DATE : May 22, 1998

ORDER TIME : 12:44 PM

ORDER NO. : 829281-005

CUSTOMER NO: 87253A

CUSTOMER: Seymour N. Singer, Esq
BLAXBERG GRAYSON & SINGER,
P.A.
Suite 730, Ingraham Building
25 Southeast Second Avenue
Miami, FL 33131-1506

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DOMESTIC FILING

NAME: TOWER INVESTMENT ASSOCIATES,
LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

A98-1287

Name	Jeane Glisar
Availability	05-22-98
EXAMINER'S INITIALS	
Document Examiner	
Updater	
Updater	
Verifier	
Acknowledgement	
W. P. Verifier	

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CERTIFICATE OF LIMITED PARTNERSHIP

Pursuant to the Florida Revised Uniform Limited Partnership Act, Chapter 620, Florida Statutes, the undersigned, the sole general partner (the "General Partner") of **TOWER INVESTMENT ASSOCIATES, LTD.** (the "Limited Partnership"), hereby certifies as follows:

1. **Name of Limited Partnership.** The name of the Limited Partnership is **TOWER INVESTMENT ASSOCIATES, LTD.**

2. **Office and Mailing Address of Limited Partnership.** The principal office and mailing address of the Limited Partnership and the office where the records of the Limited Partnership shall be kept, as required by §620.106, Florida Statutes, is 155 South Miami Avenue, 11th Floor, Miami, Florida 33130.

3. **Registered Agent.** The Registered Agent of the Limited Partnership for service of process is **Blaxberg, Grayson & Singer, P.A.**, a Florida professional association, whose address is 25 S.E. 2nd Avenue, Suite 730, Miami, Florida 33131.

4. **General Partner.** The name and business address of the sole General Partner is as follows:

Panther Airport, Inc.
155 South Miami Avenue, 11th Floor
Miami, Florida 33130

998-46475

5. **Term of the Partnership.** The latest date upon which the Limited Partnership shall dissolve will be December 31, 2050.

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

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IN WITNESS WHEREOF, the General Partner has executed this Certificate of Limited Partnership this 19 day of May, 1998.

GENERAL PARTNER:

PANTHER AIRPORT, INC., a Florida corporation

By: 

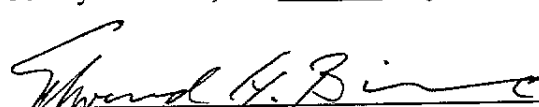
Print Name: DANIEL SIRLIN

Its: President

STATE OF FLORIDA)
 : SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, appeared DANIEL SIRLIN, as President of PANTHER AIRPORT, INC., a Florida corporation, who is personally known to me or who has provided _____ as identification, and acknowledged that he executed the foregoing instrument for the purposes expressed therein with full corporate authority.

WITNESS my hand and seal in the State and County aforesaid, this 19TH day of May, 1998.


NOTARY PUBLIC, State of Florida
Print Name: EDWARD I. BIRSIC
My Commission Expires:

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Edward I Birsic
My Commission CC619694
Expires February 6, 2001

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AFFIDAVIT OF CAPITAL CONTRIBUTION

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared **DANIEL SIRLIN**, President of **PANTHER AIRPORT, INC.**, a Florida corporation, such corporation being the sole General Partner of **TOWER INVESTMENT ASSOCIATES, LTD.** ("Partnership"), who, upon being duly sworn under oath, stated as follows:

1. The amount of capital contribution of the Limited Partners is \$200,000.00.
2. The presently anticipated total amount of the capital contributions of the Limited Partners is \$2,688,982.00.

FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury, the undersigned declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief in the capacity presented.

PANTHER AIRPORT, INC., a Florida corporation

By: _____

Print Name: DANIEL SIRLIN

Its: President

SWORN TO and subscribed before me this 19th day of May, 1998 by DANIEL SIRLIN, as President of PANTHER AIRPORT, INC., a Florida corporation, who is personally known to me or who has produced _____ as identification and who executed this document for the purposes set forth therein with full corporate authority.

NOTARY PUBLIC, State of Florida

Print Name: EDWARD I. BIRSIK

My Commission Expires:

SNS\al\j\16922



Edward I Birsik
My Commission CC619694
Expires February 6, 2001

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 620.105(2), Florida Statutes, the following is submitted, in compliance with said Section:

That **TOWER INVESTMENT ASSOCIATES, LTD.**, desiring to organize as a Limited Partnership under the laws of the State of Florida, has named **BLAXBERG, GRAYSON & SINGER, P.A.**, located at 25 S.E. 2nd Avenue, Suite 730, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Limited Partnership, at the place designated in this certificate, **BLAXBERG, GRAYSON & SINGER, P.A.**, a Florida professional association, hereby agrees to act in this capacity, and agrees to comply with the provisions of said Act relative to the same.

Dated this 19th day of May, 1998.

Blaxberg, Grayson & Singer, P.A., a Florida professional association, Registered Agent

By: 
Print Name: SEYMOUR N. SINGER
Title: Vice President

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