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DELGADO,
BEFELER,
STARKMAN &
MAGOLNICK, P.A.

NationsBankTower
100 Southeast 2nd Street, 37th Floor
Miami, Florida 33131

Telephone (305) 379-8300
Facsimile (305) 379-4404

GEORGE BEFELER

May 4, 1998

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

500002514175--0
-05/06/98-01120-001
*****70.00 *****70.00

RE: MARAL APARTMENTS, LTD.

Dear Sir or Madam:

We are enclosing the following documents in connection with the above-captioned limited partnership:

1. Certificate of Formation of Limited Partnership; and
2. Affidavit of Capital Contribution.

We have also enclosed a check made payable to the Department of State in the amount of \$70, which sum should cover the requisite filing fee expense in this matter.

Thank you for your assistance in this matter, and please do not hesitate to contact the undersigned if you have any questions.

Very truly yours,

DELGADO, BEFELER, STARKMAN & MAGOLNICK, P.A.

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-05/27/98-01020-003
*****35.00 *****35.00


GEORGE BEFELER, ESQ.

Signed in Mr. Befeler's absence to avoid
delay in mailing.

Enclosures

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Name	MAJ
Availability	MAJ
Document Examiner	MAJ
Updater	MAJ
Updater Verifier	MAJ
Approval/Signature	MAJ

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DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 7, 1998

GEORGE BEFELER, ESQ.
DELGADO, BEFELER, STARKMAN & MAGOLNICK, P
100 SOUTHEAST 2ND STREET, 37TH FLOOR
MIAMI, FL 33131

SUBJECT: MARAL APARTMENTS, LTD.
Ref. Number: W98000010405

We have received your document for MARAL APARTMENTS, LTD. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

There is a balance due of \$35.00.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 198A00025395

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CERTIFICATE OF FORMATION OF LIMITED PARTNERSHIP

OF

MARAL APARTMENTS, LTD.,

a Florida Limited Partnership

THE UNDERSIGNED, being desirous of forming a Limited Partnership pursuant to the Florida Uniform Limited Partnership Act hereby make and sign the following certificate for that purpose:

ARTICLE I.

The name under which the Limited Partnership is to be conducted is **MARAL APARTMENTS, LTD.**

ARTICLE II.

The purpose of the Limited Partnership shall be to engage in any or all lawful act, business or activity for which the partnership may exist under the provisions of the Florida Uniform Limited Partnership Act.

ARTICLE III.

The address of the office and the mailing address of the Limited Partnership shall be:

5712 Alton Road
Miami Beach, Florida 33140

ARTICLE IV.

The name and address of the registered agent for service of process for the Limited Partnership shall be:

George Befeler, Esq.
Delgado, Befeler, Starkman & Magolnick, P.A.
100 Southeast 2nd Street, Suite 3700
Miami, Florida 33131

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ARTICLE V.

The partnership shall commence on the date this Certificate is filed with the office of the Secretary of State, State of Florida and shall terminate on June 30, 2050 or upon such time as the Limited Partnership dissolves and winds up its affairs pursuant to the Florida Uniform Limited Partnership Act or the terms of the Agreement of Limited Partnership, whichever is earlier.

ARTICLE VI.

The name and business address of the general partner of the Limited Partnership is:

Maral Apartments, Inc.
5712 Alton Road
Miami Beach, Florida 33140

IN WITNESS WHEREOF the undersigned have hereunto set their hands and seals this 29 day of March, 1998.

GENERAL PARTNER:

MARAL APARTMENTS, INC., a
Florida corporation

BY: *Simge Befeler*
SIMGE BEFELER, President

(Seal)

REGISTERED AGENT:

George Befeler
GEORGE BEFELER, ESQ.

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AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

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DIVISION OF CORPORATIONS
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BEFORE ME, the undersigned authority, personally appeared ROSABELLA BEFELER, as President of Maral Apartments, Inc. (hereinafter referred to as the "General Partner") (hereinafter the General Partner and the limited partners shall be collectively referred to as the "Partners"), who after being duly sworn according to law, deposes and states as follows:

1. The Partners have formed a Limited Partnership known as MARAL APARTMENTS, LTD.
2. The aggregate amount of the capital contribution of the Limited Partners to the Limited Partnership is Ten Thousand (\$10,000) Dollars (the "Capital Contribution"). The Limited Partners do not anticipate any additional amount to be contributed by them.
3. Each Limited Partner has contributed to the Limited Partnership in cash its Capital Contribution according to the percentage ownership interest of each Limited Partner as delineated in the Agreement of Limited Partnership.

MARAL APARTMENTS, INC., a Florida corporation

BY: *R. Befeler*
ROSABELLA BEFELER, President

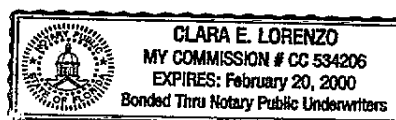
(Seal)

I HEREBY CERTIFY that on this day before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared ROSABELLA BEFELER, as President of Maral Apartments, Inc., a Florida corporation, to me personally known to be the person described in or who produced _____ as identification and who executed the foregoing instrument and she acknowledged before me that she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at said County and State, this 12 day of April, 1998.

My commission expires:

[Signature]
NOTARY PUBLIC,
State of Florida at Large



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DIVISION OF CORPORATIONS

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STATE OF FLORIDA)
) SS
COUNTY OF DADE)

Having duly been sworn according to law, we depose and certify that we are the general partner and the registered agent named in the foregoing Certificate of Formation of Limited Partnership and that the facts set forth therein are true and correct.

GENERAL PARTNER:

MARAL APARTMENTS, INC., a
Florida corporation

BY: *Andy Befeler*
SIMGE BEFELER, President

REGISTERED AGENT:

George Befeler
GEORGE BEFELER, ESQ.

SWORN TO AND SUBSCRIBED before me as to SIMGE BEFELER on this 21st day of March, 1998. Identification produced: Driver's License.

Clara E. Lorenzo
NOTARY PUBLIC
State of Florida at Large

SWORN TO AND SUBSCRIBED before me as to GEORGE BEFELER, ESQ. on this 21st day of March, 1998. Identification produced: Driver's License.

Clara E. Lorenzo
NOTARY PUBLIC
State of Florida at Large

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