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RONALD M. BARRON
(1945-1994)
OF COUNSEL
RICHARD MORTON

VIA FEDERAL EXPRESS

May 22, 1998

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****210.00 *****87.50

Florida Department of State
Limited Partnership Section
409 East Gaines Street
Tallahassee, Florida 32399

Re: Executive Plaza of Cape Coral Limited Partnership
Golf Meadows Limited Partnership
Bali-Hai Limited Partnership
Royal Poinciana Limited Partnership
Our File No. 19630013

Dear Sir or Miss:

Enclosed, for filing, please find the original and one copy of the Certificate and Affidavit of Florida Limited Partnership for each of the above-referenced limited partnerships, together with our firm's checks payable to the Florida Department of State in the total sum of \$350.00, representing \$52.50 filing fee and \$35.00 Registered Agent designation for each.

Please acknowledge receipt of the foregoing by placing your receiving stamp on the enclosed copy of this letter and returning same to me. A stamped, self-addressed envelope is provided for your convenience.

Should you have any question regarding this matter, please do not hesitate to contact the undersigned.

Name	MA
Availability	MA
Document Examiner	MA
Updater	MA
Updater Verifier	MA
Acknowledgement	MA
W. P. Verifier	MA

Sincerely,

KATZ, BARRON, SQUITERO, FAUST
& BERMAN, P.A.

Sue Zimmerman
Sue Zimmerman, Paralegal

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DIVISION OF CORPORATIONS

/sjz
enclosures
cc: Mr. James J. Smyrles
John R. Squitero, Esq.
William D. Rohrer, Esq.

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CERTIFICATE AND AFFIDAVIT OF FLORIDA LIMITED
PARTNERSHIP OF ROYAL POINCIANA LIMITED PARTNERSHIP.
A FLORIDA LIMITED PARTNERSHIP

VIRGINIA A. SMYRLES (the "General Partner") hereby makes, acknowledges, and files this Certificate of Limited Partnership (the "Certificate") for ROYAL POINCIANA LIMITED PARTNERSHIP, hereinafter referred to as the "Partnership".

1. Name of Partnership: The name of the Partnership is ROYAL POINCIANA LIMITED PARTNERSHIP.

2. Mailing Address and Principal Place of Business of the Limited Partnership: The mailing address and principal place of business of the Limited Partnership is 5865 Southwest 119 Street, Miami, Florida 33156. The General Partner shall promptly give notice to the other Partners of any change of mailing address.

3. Name and Business Address of General Partner: The name and business address of the General Partner in the Partnership is as follows:

VIRGINIA A. SMYRLES
5865 Southwest 119th Street
Miami, Florida 33156

4. Effective Date: The Partnership will become effective upon the filing of this Certificate and shall terminate and dissolve no later than December 31, 2028.

5. Agent for Service of Process: The Agent for service of process on the Partnership shall be JAMES J. SMYRLES, 5865 Southwest 119th Street, Miami, Florida 33156.

6. Capital Contributions: The undersigned herewith affirms that the total amount of Capital Contributions which the Limited Partners shall contribute is One Thousand and no/100 (\$1,000.00) Dollars.

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7. Anticipated Additional Contributions: No additional contributions are anticipated, other than as set forth in paragraph 6.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature and seal and swears to the foregoing as of the 19/12 day of May X, 1998, in accordance with Florida Statutes Section 620.108.

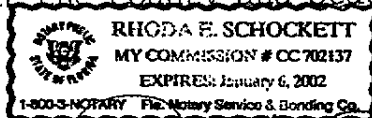
GENERAL PARTNER:

By: Virginia A. Smyrles
VIRGINIA A. SMYRLES

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared VIRGINIA A. SMYRLES, who is personally known to me or who produced _____ as identification.

SWORN TO AND SUBSCRIBED before me at the County and State last aforesaid this 19 day of May, 1998.



Notary Public Rhoda E. Schockett
RHODA E. SCHOCKETT
Print Name of Notary
Serial Number CC 702137
My Commission Expires:
Jan. 6, 2002

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ACCEPTANCE BY REGISTERED AGENT

I hereby accept the appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed limited partnership named in the Certificate and Affidavit of Limited Partnership hereinabove set forth and do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in paragraph 5 of this Certificate.

Dated this 19 day of May, 1998.



JAMES J. SMYRLES
Registered Agent

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