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LAW OFFICES
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4675 PONCE DE LEON BOULEVARD
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LAURA L. RUSSO
EDMUND P. RUSSO
RONALD G. BAKER

June 4, 1998

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
98 JUN -8 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CM

Re: Name of Limited Partnership: 2900 Cypress Corners Partners,
Ltd. 800002551018-3
Our File No: 98B-177 -06/08/98-01066-004
***1837.50 ***1837.50

Dear Sir/Madame:

In connection with the above limited partnership, enclosed please find Certificate of Limited Partnership, attached to which is Affidavit of Limited Partners' Contributions, which we shall appreciate your filing.

We enclose a check payable to your order in the amount of \$1,837.50, representing filing fee of \$1,750, Registered Agent Designation Fee of \$35, and certified copy of \$52.50.

Please return the certified copy of the Certificate to this office to the attention of the undersigned.

Very truly yours,

8th



Ronald G. Baker

RGB:lb
Enclosures

Certificate of Limited Partnership

OF

2900 CYPRESS CORNERS PARTNERS, LTD.

(1) The name of this Limited Partnership is 2900 CYPRESS CORNERS PARTNERS, LTD..

(2) The mailing address of the Limited Partnership is 150 S. E. 2nd Avenue, Suite 300, Miami, FL 33131. (Principal place of business address is same)

(3) The name and address of the registered agent for the Limited Partnership is:

RONALD G. BAKER

4675 Ponce de Leon Blvd #301
Coral Gables, FL 33146

998-25444
(4) The name and address of the General Partner are:

2900 CYPRESS CORNERS, INC.

150 S. E. 2nd Avenue, Suite 300
Miami, FL 33131

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(5) The latest date upon which this Limited Partnership is to dissolve is 20 years after the date of the filing of this Certificate.

(6) An Affidavit of Contributions of Limited Partners is attached hereto.

Under penalties of perjury I declare that I have read the foregoing and the facts alleged herein are true and correct to the best of my knowledge.

2900 CYPRESS CORNERS, INC.

By: Johnny L. Winton
Johnny L. Winton, President

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for 2900 CYPRESS CORNERS PARTNERS, LTD., at 4675 Ponce de Leon Boulevard, Suite 301, Coral Gables, FL 33146, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of all my duties.

Ronald G. Baker
RONALD G. BAKER, Registered Agent

Affidavit of Limited Partners' Contributions

The undersigned, JOHNNY L. WINTON, the President of 2900 CYPRESS CORNERS, INC., the General Partner of 2900 CYPRESS CORNERS PARTNERS, LTD.. files this Affidavit pursuant to Florida Statutes §620.108 and states:

(1) As of the date of this Affidavit, 2900 CYPRESS CORNERS PARTNERS, LTD. has received \$ 250,000.00 in contributions from Limited Partners.

(2) 2900 CYPRESS CORNERS PARTNERS, LTD. anticipates it will receive an additional \$ 750,000.00 in contributions from Limited Partners.

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Under penalties of perjury I declare that I have read the foregoing and the facts alleged herein are true and correct to the best of my knowledge.

2900 CYPRESS CORNERS, INC.

By: Johnny L. Winton
Johnny L. Winton, President