



THE UNITED STATES
CORPORATION
COMPANY

A98000001753

ACCOUNT NO. : 072100000032

REFERENCE : 900015 4303929

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 140.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 22 PM 2:26

ORDER DATE : July 22, 1998

ORDER TIME : 10:22 AM

ORDER NO. : 900015-010

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG

1221 Brickell Avenue
20th Floor
Miami, FL 33131

500002595215--E

DOMESTIC FILING

NAME: CAP-EAST ASSOCIATES, LTD.

FILE SECOND

(7)

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 22 PM 2:26
JUL 22 AM 11:27
DIVISION OF CORPORATION

*mk
7/22/98*

CERTIFICATE OF LIMITED PARTNERSHIP

OF

CAP-EAST ASSOCIATES, LTD.

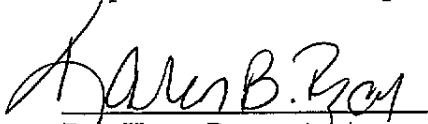
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Pursuant to Section 620.108 of the Revised Uniform Limited Partnership Act (the "Act"), the undersigned being all of the General Partners of CAP-EAST ASSOCIATES, LTD., hereby duly execute and file with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is CAP-EAST ASSOCIATES, LTD.
2. The business address and the mailing address of the limited partnership is 300 Greco Avenue, Coral Gables, Florida 33146.
3. The name of the registered agent for service of process required by Section 620.105 the of the Act is Corporation Service Company.
4. The Florida street address for the registered agent is 1201 Hays Street, Tallahassee, Florida 32301.
5. **Agent Acceptance of Appointment of Registered**

Having been named the statutory registered agent of CAP-EAST ASSOCIATES, LTD., at the place designated in this Certificate of Limited Partnership of CAP-EAST ASSOCIATES, LTD., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by Section 620.192 of the Act and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.

Corporation Service Company

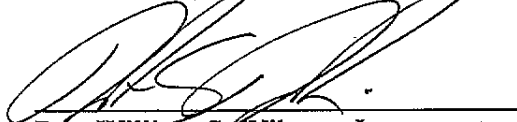

By: Karen Rozar, As Agent

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6. The name and business address of the general partner is as follows: CAP-EAST ASSOCIATES, INC., 300 Greco Avenue, Coral Gables, Florida 33146.
7. The latest date upon which the limited partnership is to dissolve is December 31, 2048.

IN WITNESS WHEREOF, the sole General Partner has executed the foregoing Certificate of Limited Partnership on this 21st day of July, 1998 in accordance with Section 620.114 of the Act.

CAP-EAST ASSOCIATES, INC.,
a Florida corporation, general partner


By: William S. Wilson - Incorporator

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AFFIDAVIT

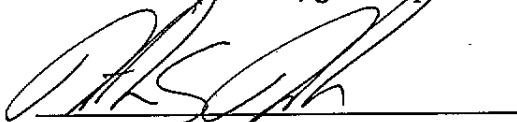
The undersigned, constituting all of the General Partners of CAP-EAST ASSOCIATES, LTD., a Florida Limited Partnership, hereby certify as follows:

1. The amount of capital contributions to date of the limited partners is -0-.
2. The total amount of contributed and anticipated to be contributed by the limited partners at this time totals \$ 100.00.

FURTHER AFFIANT SAYETH NOT.

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

CAP-EAST ASSOCIATES, INC.,
a Florida corporation, general partner


By: William S. Wilson - Incorporator