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FLORIDA DIVISION OF CORPORATIONS

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FROM: BILZIN, SUMBERG DUNN PRICE & AXELROD LLP
075350000132

ACCT#:

CONTACT: KENDALL SPARKMAN
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(305)350-2446

NAME: AMERICAN PALM BEACH LAND, LTD.

AUDIT NUMBER.....H98000013621

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....1

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
AMERICAN PALM BEACH LAND, LTD.**

The undersigned, desiring to form a limited partnership in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, as set forth in Sections 620.101 to 620.192, Florida Statutes, as amended, hereby states as follows:

1. The name of the limited partnership is AMERICAN PALM BEACH LAND, LTD., a Florida limited partnership (the "Limited Partnership").

2. The address of the principal and registered office of the Limited Partnership is:

115 N.W. 167th Street
Suite 300
Miami, Florida 33169.

3. The name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, as amended, are:

AMERICAN PALM BEACH LAND, INC.,
a Florida corporation,
115 N.W. 167th Street
Suite 300
Miami, Florida 33169.

4. The name and business address of the sole general partner of the Limited Partnership are:

AMERICAN PALM BEACH LAND, INC.,
a Florida corporation,
115 N.W. 167th Street
Suite 300
Miami, Florida 33169.

5. The mailing address for the Limited Partnership is:

115 N.W. 167th Street
Suite 300
Miami, Florida 33169.

This instrument prepared by:
Martin A. Schwartz, Esquire
Florida Bar No. 319279
BILZIN SUMBERG DUNN PRICE & AXELROD, LLP
2500 First Union Financial Center
Miami, Florida 33131-2936
Telephone: 305-374-7580

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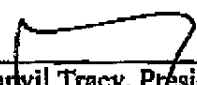
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6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2050.

The execution of this Certificate of Limited Partnership on behalf of the undersigned sole general partner constitutes an affirmation that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed in the name and on behalf of the sole general partner of the Limited Partnership as of the 22nd day of July, 1998.

AMERICAN PALM BEACH LAND, INC., a
Florida corporation

By: 
Granvil Tracy, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, as President and on behalf of AMERICAN PALM BEACH LAND, INC., a Florida corporation (the "Corporation"), which has been designated as registered agent for AMERICAN PALM BEACH LAND, LTD., a Florida limited partnership (the "Limited Partnership"), in the foregoing Certificate of Limited Partnership of the Limited Partnership, hereby agrees that the Corporation will accept service of process for and on behalf of the Limited Partnership and that the Corporation will comply with any and all laws, including, without limitation, Section 620.192, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated: July 22, 1998.

AMERICAN PALM BEACH LAND, INC., a
Florida corporation

By: 
Granvil Tracy, President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)


BEFORE ME, the undersigned authority, a notary public authorized to administer oaths and to take acknowledgments in and for the State and County aforesaid, personally appeared Granvil Tracy, as President of AMERICAN PALM BEACH LAND, INC., a Florida corporation (the "Corporation"), which corporation is the sole general partner of AMERICAN PALM BEACH LAND, LTD., a Florida limited partnership (the "Limited Partnership"), who, after first being duly sworn on oath, deposes and says as follows on behalf of the Corporation:

1. Affiant is the President and duly authorized to act on behalf of the Corporation, which is the sole general partner of the Limited Partnership.

2. As of the date hereof, the limited partners of the Limited Partnership have actually contributed to the Limited Partnership an aggregate of \$1.00 of the total amount of \$5,000.00 in capital contributions anticipated to be contributed to the Limited Partnership by its limited partners.

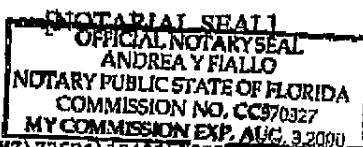
3. Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.

FURTHER AFFIANT SAYS NAUGHT.



Granvil Tracy, as President and on behalf of
AMERICAN PALM BEACH, INC., a Florida
corporation

THE FOREGOING INSTRUMENT was acknowledged, sworn to and subscribed before me this 22 day of July, 1998, by Granvil Tracy, as President of AMERICAN PALM BEACH LAND, INC., a Florida corporation, on behalf of such corporation; said individual is personally known to me or has produced a driver's license as identification.

My Commission Expires:



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Print Name: ANDREA Y. FIALLO
NOTARY PUBLIC, State of Florida
Serial No., if any: _____