

A98000001789

Requester's Name
 115 SOUTH PALM BLVD
 Address
 Tallahassee, Florida 32301
 City/State/Zip Phone #
 224-7000

FILED
 SECRETARY OF CORPORATIONS
 DIVISION OF CORPORATIONS
 98 JUL 28 PM 2:19
 Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Wynwood Tower Apartments Ltd. (New)
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

RECEIVED
 98 JUL 28 AM 10:30
 DIVISION OF CORPORATIONS

- Walk-in
 Pick up time 2:00
 Mail out
 Will wait
 Photocopy
 Certified Copy
 Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

BYC
1/28/98

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 ****385.00 ****140.00

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Examiner's Initials

**CERTIFICATE
OF LIMITED PARTNERSHIP
OF
WYNWOOD TOWER APARTMENTS, LTD.**

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The undersigned, pursuant to the provisions of Section 620.108 of the Florida Statutes, do hereby certify and swear in this Certificate of Limited Partnership to the following:

1. NAME.

The name of the Limited Partnership is:

WYNWOOD TOWER APARTMENTS, LTD.

2. REGISTERED AGENT.

The name and address of the Registered Agent for the Limited Partnership is:

Lynn C. Washington
Holland & Knight LLP
701 Brickell Avenue, Suite 3000
Miami, Florida 33131

3. GENERAL PARTNERS.

The name and business addresses of the general partners are:

GMN-Wynwood, Inc.
1460 Brickell Ave., Ste. 309
Miami, Florida 33131

PG8000066051

ANI-Wynwood, Inc.
2665 S. Bayshore Drive, Suite 202
Coconut Grove, Florida 33133

PG8000066055

4. MAILING ADDRESS.

The mailing address for the Limited Partnership and the location of its principal place of business is as follows:


1460 Brickell Ave., Ste. 309
Miami, Florida 33131

5. DISSOLUTION DATE.

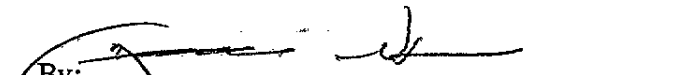
The latest date upon which the Limited Partnership is to dissolve is December 31, 2048.

IN WITNESS WHEREOF, the General Partners have executed this Certificate of Limited partnership this 22nd day of July, 1998.

GMN-WYNWOOD, INC., a Florida corporation

By:  Vice President
Eugenia Anderson, Vice President

ANI-WYNWOOD, INC., a Florida corporation

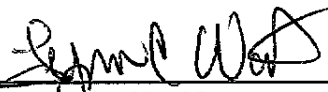
By: 
Name: Michael Wohl
Title: President

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ACCEPTANCE

Pursuant to Section 620.192 of the Florida Statutes, the undersigned accepts its appointment as registered agent for **WYNWOOD TOWER APARTMENTS, LTD.**, a Florida limited partnership, and accepts all obligations imposed on it as such under Florida law.

Executed this 22nd day of July, 1998.

By: 
Lynn C. Washington

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AFFIDAVIT

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

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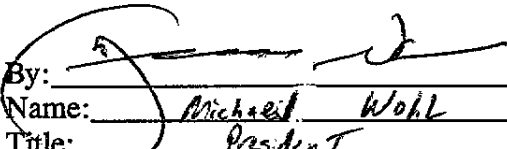
The undersigned as general partners of **WYNWOOD TOWER APARTMENTS, LTD**, a Florida limited partnership ("Limited Partnership"), declare as follows:

The total of capital contributions of the limited partners of the Limited Partnership through this date is \$1.00 and the anticipated future capital contributions of the limited partners to the Limited Partnership is \$100.

GMN-WYNWOOD, INC., a Florida corporation

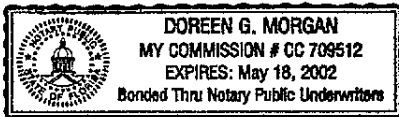
By:  Vice President
Eugenia Anderson, Vice President

ANI-WYNWOOD, INC., a Florida corporation

By: 
Name: Michael Wohl
Title: President

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

The foregoing instrument was acknowledged before me this 22nd day of July, 1998 by Eugenia Anderson as Vice President of GMN-WYNWOOD, INC., a Florida corporation, on behalf of the corporation. She is personally known to me OR has produced _____ as identification.



D Morgan
Name: DOREEN G. MORGAN
Commission No.: _____
Notary Public
State of Florida at Large

My commission expires:

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

The foregoing instrument was acknowledged before me this 22nd day of July, 1998 by Michael D. Wolf as President of ANI-WYNWOOD, INC., a Florida corporation, on behalf of the corporation. He is personally known to me OR has produced _____ as identification.

Lissette Cantillo

Name: Lissette Cantillo
Commission No.: CC 569517
Notary Public
State of Florida at Large

My commission expires:



MIA4-640086.1