



THE UNITED STATES
CORPORATION
COMPANY

A98000001982

ACCOUNT NO. : 072100000032

REFERENCE : 937407 9643A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 24, 1998

ORDER TIME : 10:19 AM

ORDER NO. : 937407-005

CUSTOMER NO: 9643A

CUSTOMER: Ms. Donna Ginieczki
SACHS, SAX & KLEIN, P.A.

P. O. Box 810037

Boca Raton, FL 33481-0037

DOMESTIC FILING

NAME: CLOISTERS ON THE BAY, LTD.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 24 PM 12:58

100002622961--6

-08/24/98--01046--017

***1837.50 ***1837.50

RECEIVED
98 AUG 24 AM 11:32
DIVISION OF CORPORATION
WHL 8/24/98

CERTIFICATE OF LIMITED PARTNERSHIP

OF

CLOISTERS ON THE BAY, LTD.

a Florida limited partnership

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 24 PM 12:58

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law, as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is: **CLOISTERS ON THE BAY, LTD.**
2. The address of the office of the Partnership is 2499 Glades Road, Suite 114, Boca Raton, Florida 33431.
3. The name and address of the agent for service of process of the Partnership are: Edward D. Popkin, 2499 Glades Road, Suite 114, Boca Raton, Florida 33431.
4. The name and business address of the sole General Partner is as follows:

Cloisters on the Bay, Inc.
2499 Glades Road, Suite 114
Boca Raton, Florida 33431
pg8000052839
5. The mailing address of the Partnership is: 2499 Glades Road, Suite 114, Boca Raton, Florida 33431.
6. The latest date upon which the Partnership shall dissolve is December 31, 2038.
7. The effective date of this Certificate of Limited Partnership shall be upon filing.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner, of **CLOISTERS ON THE BAY, LTD.** this 19th day of August, 1998

General Partner:

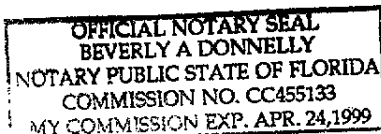
CLOISTERS ON THE BAY, LTD.

By: Cloisters on the Bay, Inc.
a Florida corporation, General Partner

By: *E. D. Popkin*
Print Name: Edward D. Popkin
Title: Vice President

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me on this 19th day of August, 1998, by Edward D. Popkin, Vice President of Cloisters on the Bay, Inc., General Partner of Cloisters on the Bay, Ltd.



Beverly A. Donnelly
Notary Public
BEVERLY A. DONNELLY

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Cloisters on the Bay, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of said Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT
POPKIN & SHURPIN, P.A.

By: *E. D. Popkin*
Edward D. Popkin
President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared Edward D. Popkin as Vice President of Cloisters on the Bay, Inc, a Florida corporation, the General Partner of Cloisters on the Bay, Ltd, a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the initial limited partners is \$3,000,000.00.
2. It is not anticipated that there will be any additional capital contributions made by the limited partners.

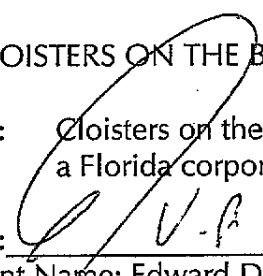
FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury, the undersigned declares that he has read the foregoing and that the facts alleged are true to the best of his knowledge and belief.

GENERAL PARTNER:

CLOISTERS ON THE BAY, LTD.

By: Cloisters on the Bay, Inc.
a Florida corporation, General Partner

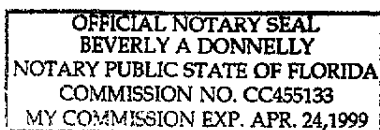
By: 
Print Name: Edward D. Popkin
Title: Vice President

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

SS:

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Edward D. Popkin for the General Partner, known to be and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit on behalf of the General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal, in the State and County aforesaid, this 19th day of August, 1998.




Notary Public
BEVERLY A. DONNELLY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 23 PM 12:58