

SEP. 4.1998

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COBB & EBIN P.A.

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FAX #: (850)922-4003

FROM: COBB & EBIN P.A.

ACCT#: 110670000060

CONTACT: DIANE JACOBS

PHONE: (305)377-0223

FAX #: (305)377-0224

NAME: HALLEL REALTY LTD.

AUDIT NUMBER.....H98000016373

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..1 PAGES..... 4

CERT. COPIES.....1 DEL.METHOD.. FAX

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H98000016373

CERTIFICATE OF LIMITED PARTNERSHIP

OF

HALLEL REALTY LTD.

FILED
98 SEP -4 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as organizer of a Limited Partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986) hereby adopts the following certificate for such Limited Partnership:

1. The name of the Limited Partnership is HALLEL REALTY LTD.
2. (a) The address of the office of the Partnership at which the records required to be maintained by Fla. Stat. §620.105 shall be maintained is:

c/o Thomas C. Cobb, Esq.
Cobb & Ebin P.A.
1399 S.W. First Avenue, Suite 301
Miami, FL 33130

-
- (b) The name and address of the Limited Partnership agent for service of process upon the Partnership, required to be maintained by Fla. Stat. §620.105, is:

Thomas C. Cobb, Esq.
Cobb & Ebin P.A.
1399 S.W. First Avenue, Suite 301
Miami, Florida 33130

-
-
3. The name and the business address of the sole general partner is:

This Instrument Prepared by:
Thomas C. Cobb, Esq.
Florida Bar No. 113517
Cobb & Ebin P.A.
1399 SW First Avenue
Suite 301
Miami, FL 33130
(305) 377-0223

H98000016373

H98000016373

Name:

F98-4807
DALFEN FOUNTAIN OAKS ENTERPRISES INC., a corporation
organized under the laws of Canada and authorized to
transact business in Florida

Address:

Attention: Murray Dalfen, President
8479 Place Devonshire
Ville Mont-Royal
Quebec H4P 1S5, CANADA

4. The mailing address for the Partnership is:

c/o Dalfen Fountain Oaks Enterprises Inc.
ATTN: Murray Dalfen, President
8479 Place Devonshire
Ville Mont-Royal
Quebec H4P 1S5, CANADA

5. The term of the Partnership shall commence on the date of
the filing of this Certificate of Limited Partnership with the
Secretary of State of Florida and shall continue until August 10,
2038, unless sooner terminated as provided in the Limited
Partnership Agreement.

IN WITNESS WHEREOF, this Certificate of Limited Partnership
has been duly executed by the General Partner as of the 31 day of
August, 1998.

General Partner:

Witnesses:

DALFEN FOUNTAIN OAKS ENTERPRISES,
INC., a corporation organized under
the laws of Canada and authorized
to transact business in the State
of Florida

P. Giguere
Print Name: C. GIGUERE

M. Dalfen
By: Murray Dalfen, President

Sechel Kuff
Print Name: Sechel Kuff

H98000016373

COMMONWEALTH OF CANADA)
) : SS
PROVINCE OF QUEBEC)

The foregoing Certificate of Partnership for HALLEL REALTY LTD., was acknowledged before me this 31 day of August, 1998, by Murray Dalfen, who is personally known to me ~~or has produced~~ as identification, as President of DALFEN FOUNTAIN OAKS ENTERPRISES INC., a corporation organized under the law of Canada and authorized to transact business in Florida, on behalf of the corporation as general partner of HALLEL REALTY LTD.

GLORIA SHALINSKY
Print Name: G. Shalinsky
Commissioner of Baths

(SEAL)

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Partnership, at the place designated in this Certificate of Limited Partnership, 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 my duties.

Thomas C. Cobb
Thomas C. Cobb

Dated: August 31, 1998

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H98000016373

AFFIDAVIT

COMMONWEALTH OF CANADA)
): SS
PROVINCE OF QUEBEC)

BEFORE ME, a Notary Public, personally appeared Murray Dalfen, as President of DALFEN FOUNTAIN OAKS ENTERPRISES INC., a corporation organized under the laws of Canada and authorized to transact business in the State of Florida, the general partner of HALLEL REALTY LTD., (the 'Affiant'), who, after first being duly sworn, under oath, deposes and states that:

1. Affiant is the duly appointed authorized President of DALFEN FOUNTAIN OAKS ENTERPRISES INC., a corporation organized under the laws of Canada and authorized to transact business in the State of Florida (the "Corporation").

2. The Corporation is the General Partner of a Limited Partnership to be formed under the Florida Revised Uniform Limited Partnership Act under the name HALLEL REALTY LTD.

3. The capital contribution and anticipated capital of the initial limited partners is \$3,801,060.00

4. The 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 further certifies that he has read the full facts of this affidavit and understands its contents.

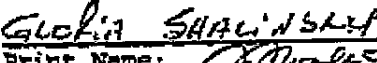
FURTHER AFFIANT SAYETH NAUGHT.


Murray Dalfen

COMMONWEALTH OF CANADA)

PROVINCE OF QUEBEC)

The foregoing Affidavit for HALLEL REALTY LTD., was acknowledged before me this 31 day of August, 1998, by Murray Dalfen, who is personally known to me or has produced N/A as identification, as President of DALFEN FOUNTAIN OAKS ENTERPRISES INC., a corporation organized under the laws of Canada and authorized to transact business in Florida, on behalf of the corporation as general partner of HALLEL REALTY LTD.


Print Name: Gloria Shalinski
Commissioner of paths

21/0001 DALFEN FOUNTAIN OAKS ENTERPRISES INC. 1998

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(SEAL)
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TALLAHASSEE, FLORIDA