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From:
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FLORIDA LIMITED PARTNERSHIP

MIAMI AVENUE ASSOCIATES, LTD.

RECEIVED

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TALLAHASSEE, FLORIDA

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

MIAMI AVENUE ASSOCIATES, LTD.

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 MIAMI AVENUE ASSOCIATES, 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 Linda Ebin, 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:

Linda Ebin, 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:

Name:

MIAMI AVENUE ASSOCIATES, INC.

998-81056

This Instrument Prepared by:
Linda Ebin, Esq.
Florida Bar No.0318590
Cobb & Ebin P.A.
1399 SW First Avenue, Suite 301
Miami, FL 33130
(305) 377-0223

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Address:

230 Fifth Street
Miami Beach, FL 33139

4. The mailing address for the Partnership is:

230 Fifth Street
Miami Beach, FL 33139

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 September 30, 2048, 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 18th day of Sept, 1998.

Witnesses:
[Signature]
Print Name: Steve Gentry
[Signature]
Print Name: JOSE LAMBERT

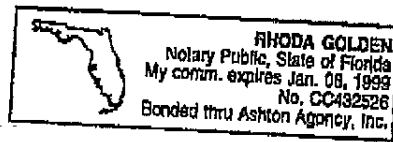
General Partner:
[Signature]
MIAMI AVENUE ASSOCIATES, INC.,
a Florida corporation
By: [Signature]
Craig Robins, President

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing Certificate of Partnership for MIAMI AVENUE ASSOCIATES, LTD. was acknowledged before me this 18th day of Sept, 1998, by CRAIG ROBINS, who is personally known to me or [] has produced _____ as identification, as President of MIAMI AVENUE ASSOCIATES, INC., a Florida corporation on behalf of the corporation as general partner of MIAMI AVENUE ASSOCIATES, LTD.

[Signature]
NOTARY PUBLIC, State of Florida
at Large

This Instrument Prepared by:
Linda Ebin, Esq.
Florida Bar No.0318590
Cobb & Ebin P.A.
1399 SW First Avenue, Suite 301
Miami, FL 33130
(305) 377-0223



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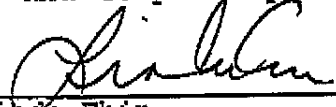
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 Print, Type or Stamp Name)
 Commission No. _____
 My commission expires: _____

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.



Linda Ebin

Dated: 9/18/98

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A F F I D A V I T

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

BEFORE ME, a Notary Public, personally appeared CRAIG ROBINS, as President of MIAMI AVENUE ASSOCIATES, INC., a Florida corporation, the general partner of MIAMI AVENUE ASSOCIATES, LTD., a Florida Limited Partnership (the "Affiant"), who, after first being duly sworn, under oath, deposes and states that:

1. Affiant is the duly appointed authorized President of MIAMI AVENUE ASSOCIATES, INC., a Florida corporation (the "Corporation").

2. The Corporation is the General Partner of a Limited Partnership to be formed under the Florida Revised Uniform Limited Partnership Act (1986) under the name MIAMI AVENUE ASSOCIATES, LTD.

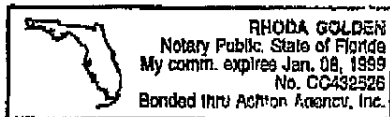
3. The capital contribution and anticipated capital of the initial limited partners is \$ 4,000.00.

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.

CRAIG ROBINS

The foregoing Affidavit for MIAMI AVENUE ASSOCIATES, LTD. was acknowledged before me this 18th day of Sept, 1998, by CRAIG ROBINS, who is personally known to me or has produced _____ as identification, as President of MIAMI AVENUE ASSOCIATES, INC., a Florida corporation on behalf of _____ corporation as general partner of MIAMI AVENUE ASSOCIATES, LTD.



Rhoda Golden
NOTARY PUBLIC, State of Florida
at Large
Rhoda Golden
Print, Type or Stamp Name
Commission No. CC 432526
My commission expires:
Jan 1, 1999

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3:11