

A98000002452



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 011715 4329904

AUTHORIZATION :

COST LIMIT : \$ ~~849.00~~

Patricia Pizant
~~857.75~~
857.75

ORDER DATE : October 28, 1998

ORDER TIME : 10:39 AM

ORDER NO. : 011715-005

CUSTOMER NO: 4329904

900002674389--9

CUSTOMER: Julie A. Webster, Legal Asst
BROAD AND CASSEL
BROAD AND CASSEL
Suite 300
7777 Glades Road
Boca Raton, FL 33434

(5)

DOMESTIC FILING

NAME: ALTMAN PARTNERS WAKEFIELD, LTD

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
~~XX~~ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

BK
10/28/98

RECEIVED

98 OCT 28 AM 11:30

DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 28 PM 12:42

**CERTIFICATE OF LIMITED PARTNERSHIP
OF ALTMAN PARTNERS WAKEFIELD, LTD.**

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We, the undersigned, desiring to form a limited partnership, pursuant to the Florida Uniform Limited Partnership Act, do hereby certify:

I.

The name of the limited partnership is Altman Partners Wakefield, Ltd., a Florida limited partnership.

II.

The business of the limited partnership shall be to acquire, improve, lease, manage, or sell or otherwise dispose of real property and improvements thereof and real estate partnerships ("Partnership Properties"), and to engage in any and all activities related or incidental thereto.

III.

The location of the principal places of business of the limited partnership and its mailing address shall be 2201 Corporate Boulevard, N.W., Suite 200, Boca Raton, Florida 33431.

IV.

The name of the agent for service of process is Broad and Cassel c/o Jeffrey A. Deutch. The address of the agent for service of process is 7777 Glades Road, Suite 300, Boca Raton, Florida 33434.

V.

The name and place of residence of the general partners of the limited partnership are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Altman Development Corporation	2201 Corporate Boulevard, N.W., Suite 200 Boca Raton, Florida 33431
Altman Companies, Inc.	2201 Corporate Boulevard, N.W., Suite 200 Boca Raton, Florida 33431

VI.

The term for which the limited partnership is to exist shall begin upon the date on which the Certificate of Limited Partnership is filed with the Secretary of State of the State of Florida, and shall continue for a period of twenty-five (25) years. The limited partnership shall not be

terminated by reason of the death, dissolution, withdrawal or expulsion of a limited partner or the admission of a new limited partner.

IN WITNESS WHEREOF, the General Partners have executed this Certificate of Limited Partnership as of the 14th day of OCTOBER, 1998.

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GENERAL PARTNERS:

ALTMAN DEVELOPMENT CORPORATION

By: [Signature]
Joel L. Altman
Its: Chairman and Chief Executive Officer

ALTMAN COMPANIES, INC.

By: [Signature]
Joel L. Altman
Its: Chairman and Chief Executive Officer

RESIDENT AGENT:

BROAD AND CASSEL

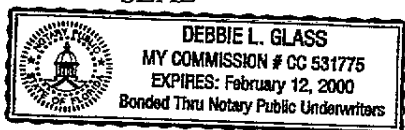
By: [Signature]
Jeffrey A. Deutch

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

On this 14th day of OCTOBER, 1998, before me personally appeared Joel L. Altman, as Chairman and Chief Executive Officer of Altman Development Corporation, a General Partner named within the above Certificate, who being by me duly sworn, did say that he has read the foregoing Certificate by him signed on behalf of Altman Development Corporation and knows the contents thereof and agrees to the terms and conditions therein.

[Signature]
Notary Public
Palm Beach County, Florida
My Commission Expires: _____

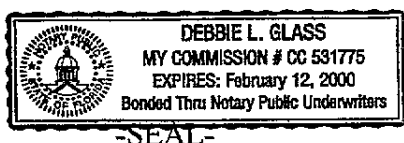
-SEAL-



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SECRETARY OF STATE
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STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

On this 14th day of OCTOBER, 1998, before me personally appeared Joel L. Altman, as Chairman and Chief Executive Officer of Altman Companies, Inc., a General Partner named within the above Certificate, who being by me duly sworn, did say that he has read the foregoing Certificate by him signed on behalf of Altman Development Corporation and knows the contents thereof and agrees to the terms and conditions therein.



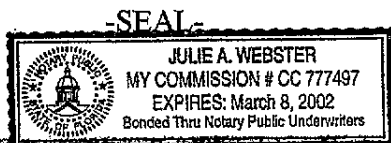
-SEAL-

Debbie L. Glass

Notary Public
Palm Beach County, Florida
My Commission Expires: _____

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

On this 27th day of October, 1998, before me personally appeared Jeffrey A. Deutch, on behalf of Broad and Cassel, the Registered Agent named within the above Certificate, who being by me duly sworn, did say that he has read the foregoing Certificate by him signed on behalf of Broad and Cassel and knows the contents thereof and agrees to the terms and conditions therein.



-SEAL-

Julie A. Webster

Notary Public
Palm Beach County, Florida
My Commission Expires: _____

AFFIDAVIT

FILED
SECRETARY OF STATE
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98 OCT 28 PM 12:42

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

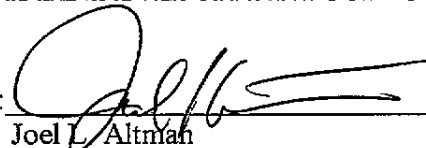
The undersigned, constituting all of the General Partners of Altman Partners Wakefield, Ltd., being first duly sworn, depose and state as follows:

1. The Limited Partners of Altman Partners Wakefield, Ltd. have to date contributed capital to the Limited Partnership in the amount of \$116,327.

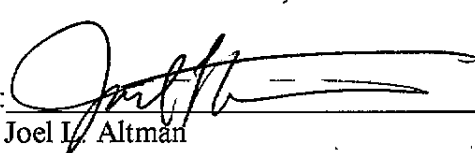
2. Other than as set forth in Paragraph 1 above, it is anticipated that no Limited Partner of Altman Partners Wakefield, Ltd. will be required to make any additional contributions to the Limited Partnership.

Further, Deponents sayeth not.


ALTMAN DEVELOPMENT CORPORATION

By: 
Joel L. Altman
Its: Chairman and Chief Executive Officer

ALTMAN COMPANIES, INC.

By: 
Joel L. Altman
Its: Chairman and Chief Executive Officer

Subscribed and sworn to before me this
14th day of October, 1998.


Notary Public
Palm Beach County, Florida
My Commission Expires: _____

