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## FLORIDA DIVISION OF CORPORATIONS

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FAX #:

FROM: BILZIN, SUMBERG DUNN PRICE & AXELROD LLP  
075350000132

ACCT#:

CONTACT: KENDALL SPARKMAN

PHONE: (305)374-7580

FAX #:

(305)350-2446

NAME: LNR HARBOR FUND LIMITED PARTNERSHIP NO. VIII

AUDIT NUMBER.....H98000020193

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
LNR HARBOR FUND LIMITED PARTNERSHIP NO. VIII

The undersigned, desiring to form a limited partnership in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, as set forth in Sections 620.101 to 620.192, Florida Statutes, as amended, hereby states as follows:

1. The name of the limited partnership is LNR HARBOR FUND LIMITED PARTNERSHIP NO. VIII, a Florida limited partnership (the "Limited Partnership").

2. The address of the registered office of the Limited Partnership is:

760 N.W. 107th Avenue, Suite 300  
Miami, Florida 33172.

3. The name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, as amended, are:

LNR HARBOR FUND GP VIII, INC.,  
a Florida corporation  
760 N.W. 107th Avenue, Suite 300  
Miami, Florida 33172.

P98-92260

4. The name and business address of the sole general partner of the Limited Partnership are:

LNR HARBOR FUND GP VIII, INC.,  
a Florida corporation  
760 N.W. 107th Avenue, Suite 300  
Miami, Florida 33172.

5. The mailing address for the Limited Partnership is:

760 N.W. 107th Avenue, Suite 300  
Miami, Florida 33172.

6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2040.

The execution of this Certificate of Limited Partnership on behalf of the undersigned sole general partner constitutes an affirmation that the facts stated herein are true.

*This instrument prepared by:*  
Brian L. Bilzin, Esquire  
Florida Bar No. 244252  
BILZIN SUMBERG DUNN PRICE & AXELROD LLP  
2500 First Union Financial Center  
Miami, Florida 33131-2336  
Telephone: 305-374-7580

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IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed in the name and on behalf of the sole general partner of the Limited Partnership as of the 29th day of October, 1998.

LNR HARBOR FUND GP VIII, INC., a Florida corporation

By: 

Kendall Sparkman, Vice President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, as Vice President and on behalf of LNR HARBOR FUND GP VIII, INC., a Florida corporation (the "Corporation"), which has been designated as registered agent for LNR HARBOR FUND LIMITED PARTNERSHIP NO. VIII, a Florida limited partnership (the "Limited Partnership"), in the foregoing Certificate of Limited Partnership of the Limited Partnership, hereby agrees that the Corporation will accept service of process for and on behalf of the Limited Partnership and that the Corporation will comply with any and all laws, including, without limitation, Section 620.192, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated: October 29, 1998.

LNR HARBOR FUND GP VIII, INC., a Florida corporation

By: 

Kendall Sparkman, Vice President

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Fax Audit No. H98- 20193AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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

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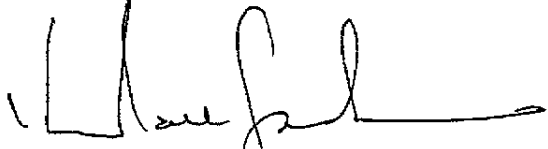
BEFORE ME, the undersigned authority, a notary public authorized to administer oaths and to take acknowledgments in and for the State and County aforesaid, personally appeared Kendall Sparkman, as Vice President of LNR HARBOR FUND GP VIII, INC., a Florida corporation (the "Corporation"), which corporation is the sole general partner of LNR HARBOR FUND LIMITED PARTNERSHIP NO. VIII, a Florida limited partnership (the "Limited Partnership"), who, after first being duly sworn on oath, deposes and says as follows on behalf of the Corporation:

1. Affiant is a Vice President and duly authorized to act on behalf of the Corporation, which is the sole general partner of the Limited Partnership.

2. As of the date hereof, the limited partners of the Limited Partnership have actually contributed to the Limited Partnership an aggregate of \$1.00 of the total amount of \$1000.00 in capital contributions anticipated to be contributed to the Limited Partnership by its limited partners.

3. 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 has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.

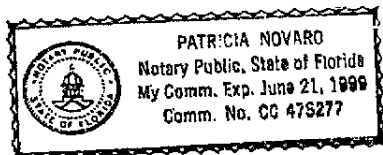
FURTHER AFFIANT SAYS NAUGHT.

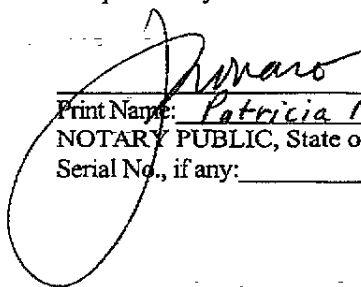
  
Kendall Sparkman, as Vice President and on  
behalf of LNR HARBOR FUND GP VIII, INC.,  
a Florida corporation

THE FOREGOING INSTRUMENT was acknowledged, sworn to and subscribed before me this 29th day of October, 1998, by Kendall Sparkman, as Vice President of LNR HARBOR FUND GP VIII, INC., a Florida corporation, on behalf of such corporation; said individual is personally known to me.

My Commission Expires:

[NOTARIAL SEAL]



  
Print Name: Patricia Novaro  
NOTARY PUBLIC, State of Florida  
Serial No., if any: \_\_\_\_\_