



THE UNITED STATES
CORPORATION
COMPANY

A98000002488

ACCOUNT NO. : 072100000032

REFERENCE : 017774 4311171

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 2, 1998

ORDER TIME : 4:08 PM

ORDER NO. : 017774-005

CUSTOMER NO: 4311171

CUSTOMER: Guy Rabideau, Esq
WINTHROP STIMSON PUTNAM &
WINTHROP STIMSON PUTNAM &
Suite 310
125 Worth Avenue
Palm Beach, FL 33480

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -3 AM 9:51

DOMESTIC FILING

NAME: MIAMI ONE HOLDCO, LTD.

400002678594--5
-11/03/98--01005--007
***1846.25 ***1846.25

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: Cassandra Lamm

EXAMINER'S INITIALS:

3/K
11/3/98

FILED
SECRETARY OF STATE
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98 NOV -3 AM 9:51

RECEIVED
98 NOV -3 AM 8:47
DIVISION OF CORPORATIONS

CERTIFICATE OF LIMITED PARTNERSHIP

OF

MIAMI ONE HOLDCO, LTD.

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THE UNDERSIGNED, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (the "Act") DOES HEREBY CERTIFY as follows:

1. The name of the Partnership is Miami One Holdco, Ltd. ("the Partnership").
2. The address and registered office of the Partnership is 140 Intracoastal Pointe Drive, Jupiter, Florida 33477, and the name and address of the Partnership's registered agent for service of process as required to be maintained by Section 620.105 of the Act is DeG Capital G.P. I Inc., 140 Intracoastal Pointe Drive, Jupiter, Florida 33477.
3. The name and business address of the sole General Partner of the Partnership is DeG Capital G.P. I Inc., 140 Intracoastal Pointe Drive, Jupiter, Florida 33477.
F97000005105
4. The Partnership's mailing address is 140 Intracoastal Pointe Drive, Jupiter, Florida 33477.
5. Unless sooner dissolved pursuant to the terms of the Limited Partnership Agreement of the Partnership, the Partnership shall continue until December 31, 2018.

IN WITNESS WHEREOF, the undersigned has duly made and executed this Certificate of Limited Partnership as of the 30th day of October, 1998.

Sole General Partner:

DEG CAPITAL G.P. I INC.

By: Lawrence J. DeGeorge
Lawrence J. DeGeorge
President

The undersigned hereby accepts designation as Registered Agent for Service of Process.

DEG CAPITAL G.P. I INC.

By: Lawrence J. DeGeorge
Lawrence J. DeGeorge
President

AFFIDAVIT OF CONTRIBUTIONS

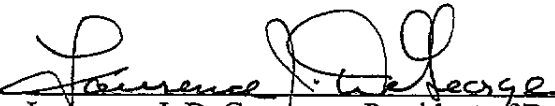
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Lawrence J. DeGeorge, the undersigned authorized representative of DeG Capital G.P. Inc., the sole general partner (the "General Partner") of Miami One Holdco, Ltd., a Florida limited partnership (the "Partnership"), hereby declares, deposes and says that:

1. He has this day executed the Certificate of Limited Partnership of the Partnership on behalf of the General Partner.
2. The total amount of the capital contributions of the limited partners of the Partnership as of the date of this Affidavit is \$11,701,799.66.
3. The total amount anticipated to be contributed by the limited partners of the Partnership (including the amount described in paragraph 2 hereof) is approximately \$11,701,799.66.

FURTHER AFFIANT SAYETH NAUGHT.

Signed and delivered as of the 30th day of October, 1998.

By: 
Lawrence J. DeGeorge, as President of DeG
Capital G.P. I Inc., as General Partner of Miami
One Holdco, Ltd.