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Florida Department of State

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FLORIDA LIMITED PARTNERSHIP

JMP CITY PLACE, LTD.

Certificate of Status	1
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
JMP CITY PLACE, LTD.**

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F.L.D.
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole General Partner of JMP CITY PLACE, LTD., a Florida limited partnership (the "Partnership"), hereby executes and submits for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:

JMP CITY PLACE, LTD.

2. The office and principal place of business for the Partnership currently is:

2828 Coral Way, Penthouse Suite
Miami, Florida 33145

3. The name and address of the agent for service of process on the Partnership

is:

Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.
2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130

4. The name and address of the General Partner of the Partnership is:

JMP City Place, Inc.
2828 Coral Way, Penthouse Suite
Miami, Florida 33145

998-100614

5. The mailing address of the Partnership is:

2828 Coral Way, Penthouse Suite
Miami, Florida 33145

6. The latest date upon which the Partnership shall dissolve is December 31,

2048.

E. RICHARD ALHADEFF, ESQ.
MUSEUM TOWER, SUITE 2200
150 WEST FLAGLER STREET
MIAMI, FLORIDA 33130

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FLA BAR NO. 103395
PHONE: 305-789-3320
FAX: 305-100-0000

3057893320 P.002/004

STEARNS WEAVER

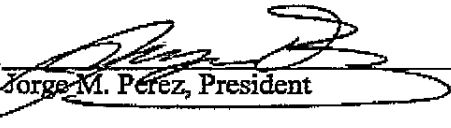
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IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as General Partner, pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: December 8, 1998

JMP CITY PLACE, INC., a Florida corporation, as General Partner

By: 

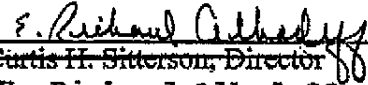
Jorge M. Perez, President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent for JMP CITY PLACE, LTD., a Florida limited partnership and states that it is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

STEARNS WEAVER MILLER WEISSLER
ALHADEFF & SITTERSON, P.A., a Florida
professional association

DATED: December, 1998

By: 

Curtis H. Sitterson, Director

E. Richard Alhadeff, Director

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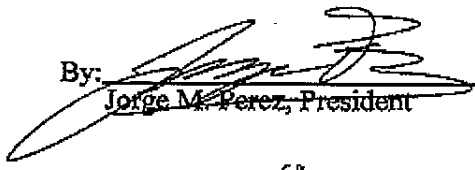
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Jorge M. Peres, as President of JMP CITY PLACE, INC., a Florida corporation, as General Partner of JMP CITY PLACE, LTD., a Florida limited partnership (the "Partnership"), who states as follows:

1. The aggregate capital contributions made by the Limited Partners of the Partnership to the Partnership is \$99.90.
2. It is not anticipated that the Limited Partners will make any additional contributions to the capital of the Partnership other than as set forth in Number 1, above.

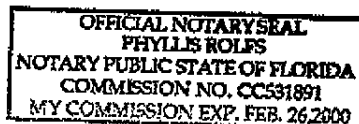
JMP CITY PLACE, INC., a Florida
corporation, as General Partner

By: 
Jorge M. Perez, President

The foregoing instrument was acknowledged before me this 8th day of December, 1998 by Jorge M. Perez, as President of JMP CITY PLACE, INC., a Florida corporation, as General Partner of JMP CITY PLACE, LTD., a Florida limited partnership (the "Partnership"), who is personally known to me or who has produced a driver's license as identification and who did not take an oath.


Print or Stamp Name:
Notary Public, State of Florida at Large
Commission No.:
My Commission Expires:

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