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Via Federal Express

January 5, 1999

Secretary of State
Divisions of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Certificate of Limited Partnership
Walden Woods Village Ltd.

400002731864--7
-01/06/99--01050--004
****148.75 ****148.75

Dear Sir or Madam:

Enclosed please find a Certificate the Limited Partnership of Walden Woods Village Ltd. along with a copy thereof.

Please be kind enough to return to the undersigned a certified copy of the Certificate using the enclosed Federal Express air bill. I also enclose a check payable to the Secretary of State in the amount of \$148.75 representing the following:

Mr. Marcus GAVE
Filing Fee \$ 52.50
Resident Agent Fee 35.00
Certificate of Status 8.75
Certified Copy 52.50
Total \$ 148.75
AUTHORIZATION BY PHONE TO
CORRECT submit to 40
DATE 1/15/99
DOC. EXAM. dec

If you have any questions or comments, please do not hesitate to contact me.

Name	1/15/99
Availability	dec
Document Examiner	DCC
Updater	
Updater Verifier	C
Acknowledgement	DCC
W. P. Verifier	DCC

Sincerely,

Alan J. Marcus
ALAN J. MARCUS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TC
\$100.00

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
WALDEN WOODS VILLAGE, LTD.**

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), and §620.108 of the Florida Statutes, the undersigned, being the sole General Partner of WALDEN WOODS VILLAGE, LTD., hereby duly executes and files with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is WALDEN WOODS VILLAGE, LTD. —
2. The business address and the mailing address of the limited partnership is 777 17ty Street Penthouse Miami Beach, Florida 33139.
3. The name of the registered agent for service of process required by §620.105 of the Florida Statutes is:

ALAN J. MARCUS

4. The Florida street address for the registered agent is:

20803 Biscayne Blvd.
Suite 301
Aventura, Florida 33180

5. Acceptance of Appointment of Registered Agent:

Having been named the statutory registered agent of WALDEN WOODS VILLAGE, LTD., at the place designated in this Certificate of Limited Partnership of, WALDEN WOODS VILLAGE, LTD., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by §620.192 of the Florida Statutes and I agree to comply with the provisions of Florida law relative to keeping the registered office open.



ALAN J. MARCUS, Registered Agent
Dated: January 4, 1999.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6. The name and business address of the general partner are as follows:

EQUITY ONE (WALDEN WOODS) INC.

777 17th Street

Penthouse

Miami Beach, Florida 33139.

PA8000106010

7. The latest date upon which the limited partnership is to dissolve is December 31, 2048.

IN WITNESS WHEREOF, the Sole General Partner has executed the foregoing Certificate of Limited Partnership on the 4th day of January, 1999 in accordance with §620.114 of the Florida Statutes.

EQUITY ONE (WALDEN WOODS) INC.
a Florida corporation,
General Partner


CHAIM KATZMAN, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT

THE UNDERSIGNED, constituting the sole general partner of WALDEN WOODS VILLAGE, LTD., a Florida Limited Partnership, hereby certifies as follows:

1. The amount of capital contributions to date of the limited partners is: \$ - 0 -.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals **\$100.00**.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

EQUITY ONE (WALDEN WOODS) INC.
a Florida corporation, General Partner



CHAIM KATZMAN, President

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TALLAHASSEE, FLORIDA