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ACCOUNT NO. : 072100000032

REFERENCE : 198106 4303929

AUTHORIZATION : *Patricia Pzyut*

COST LIMIT : \$ 157.50

FILED
SECRETARY OF CORPORATIONS
99 APR - 8 PM 6:05

ORDER DATE : April 8, 1999

ORDER TIME : 12:28 PM

ORDER NO. : 198106-010

CUSTOMER NO: 4303929

000002833710--3

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG
GREENBERG TRAUIG
1221 Brickell Avenue
20th Floor
Miami, FL 33131

DOMESTIC FILING

NAME: EWE WAREHOUSE INVESTMENTS V,
LTD.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

RECEIVED
99 APR - 8 PM 1:40
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

*BK
4/8/99*

*File
2nd*

CERTIFICATE OF LIMITED PARTNERSHIP
OF
EWE WAREHOUSE INVESTMENTS V, LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -8 PM 6:05

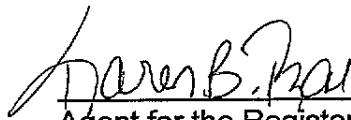
Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act (the "Act"), the undersigned, being the sole General Partner of EWE WAREHOUSE INVESTMENTS V, LTD., hereby duly executes and files with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is EWE WAREHOUSE INVESTMENTS V, LTD.
2. The business address and the mailing address of the limited partnership is 300 Greco Avenue, Coral Gables, Florida 33146.
3. The name of the registered agent for service of process required by §620.105 of the Florida Statutes is Corporation Service Company.
4. The Florida street address for the registered agent is 1201 Hays Street, Tallahassee, Florida 32301.

5. **Acceptance of Appointment of Registered Agent:**

Having been named the statutory registered agent of EWE WAREHOUSE INVESTMENTS V, LTD., at the place designated in this Certificate of Limited Partnership of EWE WAREHOUSE INVESTMENTS V, 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.

CORPORATION SERVICE COMPANY



Agent for the Registered Agent

Karen B. Rozar, As Its Agent

Dated: April 8, 1999

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


EWE WAREHOUSE INVESTMENTS V, INC.
300 Greco Avenue
Coral Gables, Florida 33146

999000032380

7. The latest date upon which the limited partnership is to dissolve is December 31, 2049.

IN WITNESS WHEREOF, the sole General Partner has executed the foregoing Certificate of Limited Partnership on the 7th day of April, 1999 in accordance with §620.114 Florida Statutes.

EWE WAREHOUSE INVESTMENTS V, INC.,
a Florida corporation, general partner


Richard J. Giusto, Incorporator

AFFIDAVIT


THE UNDERSIGNED, being the sole General Partner of EWE WAREHOUSE INVESTMENTS V, 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 \$ 10,000.00.

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.

EWE WAREHOUSE INVESTMENTS V, INC.,
a Florida corporation, general partner


Richard J. Giusto, Incorporator

SECRET
FILED
STATE
UNIVERSITY OF FLORIDA
6 APR - 8 PM 6:05