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Florida Department of State

Division of Corporations
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Account Name : HOLLAND & KNIGHT OF MIAMI
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Phone : (305) 374-8500
Fax Number : (305) 789-7799

CM

FLORIDA LIMITED PARTNERSHIP

Biscayne 7/9 Development Associates Limited

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(TUE) 5. 4 '99 15:57/ST. 15:56/NO. 4261574418 P 2

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

BISCAYNE 7/9 DEVELOPMENT ASSOCIATES LIMITED

The undersigned general partner represents that it has formed a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (the "Act"), and that it has executed this Certificate of Limited Partnership pursuant to the foregoing Act and states herein as follows:

I. Name

The name of the limited partnership is **BISCAYNE 7/9 DEVELOPMENT ASSOCIATES LIMITED.**

II. Records of the Partnership

The address of the office in Florida at which place the records of the partnership shall be maintained is as follows:

SunTrust International Center
One Southeast Third Avenue
Suite 2300
Miami, Florida 33131

THIS INSTRUMENT WAS PREPARED BY:
RONALD ALBERT, JR., ESQ.
Florida Bar No.: 773999
Holland & Knight LLP
701 Brickell Ave., Suite 3000
Miami, Florida 33131
Tel. (305) 374-8500
Fax (305) 789-7799

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III. Registered Agent

The address of the registered office of the partnership and the name of the registered agent for service of process located at that office is as follows:

Intrastate Registered Agent Corporation
701 Brickell Avenue, Suite 3000
Miami, Florida 33131

IV. General Partners

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

99-46524

Biscayne 7/9 Development Associates, Inc.
SunTrust International Center
One Southeast Third Avenue
Suite 2300
Miami, Florida 33131

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THIS INSTRUMENT WAS PREPARED BY:
RONALD ALBERT, JR., ESQ.
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Holland & Knight LLP
701 Brickell Ave., Suite 3000
Miami, Florida 33131
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(TUE) 5. 4' 99 15:58/ST. 15:56/NO. 4261574418 P 4

FAX AUDIT NO.: H99000010553 8

V. Mailing Address

The mailing address of the partnership is as follows:

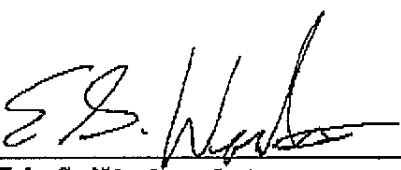
SunTrust International Center
One Southeast Third Avenue
Suite 2300
Miami, Florida 33131

VI. Dissolution

The latest date on which the partnership is to dissolve is December 31, 2051.

The undersigned General Partner of the partnership has executed this Certificate of Limited Partnership on this ____ day of May, 1999.

**BISCAYNE 7/9 DEVELOPMENT ASSOCIATES, INC.,
a Florida corporation**

By: 
Name: Eric S. Woolworth
Title: Vice President

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THIS INSTRUMENT WAS PREPARED BY:
RONALD ALBERT, JR., ESQ.
Florida Bar No.: 773999
Holland & Knight LLP
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(TUE) 5. 4'99 15:58/ST. 15:56/NO. 4261574418 P 5

FAX AUDIT NO.: H99000010553 8


**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT
AND AGENT FOR SERVICE OF PROCESS**

The undersigned, having been designated the agent for service of process pursuant to Section 620.105, Florida Statutes and Registered Agent pursuant to Section 620.192, Florida Statutes of BISCAYNE 7/9 DEVELOPMENT ASSOCIATES LIMITED, a limited partnership to be formed concurrently herewith under the Florida Revised Uniform Limited Partnership Act (1986), does hereby accept such designation and the obligations provided for in Section 620.105 and 620.192, Florida Statutes.

Dated this _____ day of May, 1999.

**INTRASTATE REGISTERED AGENT
CORPORATION**

701 Brickell Avenue, Suite 3000
Miami, Florida 33131

By: 
Name: Steven H. Hagen
Title: Vice President

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99 MAY -5 AM 11:32

THIS INSTRUMENT WAS PREPARED BY:
RONALD ALBERT, JR., ESQ.
Florida Bar No.: 773999
Holland & Knight LLP
701 Brickell Ave., Suite 3000
Miami, Florida 33131
Tel. (305) 374-8500
Fax (305) 789-7799

FROM

(TUE) 5. 4 '99 15:58/ST. 15:56/NO. 4261574418 P 6

FAX AUDIT NO.: H99000010553 8

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared Eric S. Woolworth, a duly authorized officer of **BISCAYNE 7/9 DEVELOPMENT ASSOCIATES, INC.**, a Florida corporation and the general partner of **BISCAYNE 7/9 DEVELOPMENT ASSOCIATES LIMITED**, a Florida limited partnership, who certifies as follows:

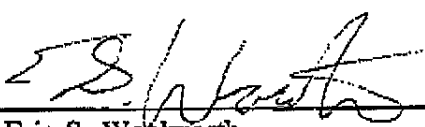
1. The amount of capital contributions to date of the limited partners is \$1,000.00.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,000.00.

Signed on the date indicated below.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury the undersigned declares that the facts herein alleged are true to its best knowledge and belief.

BISCAYNE 7/9 DEVELOPMENT ASSOCIATES, INC.,
a Florida corporation, general partner

By: 
Name: Eric S. Woolworth
Title: Vice President

Dated: this _____ day of May, 1999.

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THIS INSTRUMENT WAS PREPARED BY:
RONALD ALBERT, JR., ESQ.
Florida Bar No.: 773999
Holland & Knight LLP
701 Brickell Ave., Suite 3000
Miami, Florida 33131
Tel. (305) 374-8500
Fax (305) 789-7799

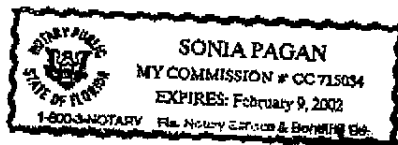
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(TUE) 5. 4' 99 15:58/ST. 15:56/NO. 4261574418 P 7

FAX AUDIT NO.: H99000010553 8

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

4th The foregoing Affidavit of Capital Contributions was acknowledged before me this
15 day of May, 1999, by Eric S. Woolworth who is personally known to me or produced
as identification, in his capacity as Vice
President of BISCAYNE 7/9 DEVELOPMENT ASSOCIATES, INC., a Florida corporation.




Notary Public
State of Florida at large

My Commission Expires: 2.9.02

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