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May 19, 1999

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OF COUNSEL:
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WRITER'S DIRECT LINE

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BY CERTIFIED MAIL/RETURN RECEIPT REQUESTED
ARTICLE NUMBER Z 306 391 540

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: MIRACLE MILE PROPERTY Ltd

Dear Sir/Madam:

Enclosed please find duplicate originals of the Certificate of Limited Partnership of Miracle mile Property, L.P., the Affidavit of Capital Contributions and an original and a copy of the Limited Liability Company Name Consent by Miracle Mile Property LLC., along with a check made payable to Department of State in the amount of \$1,837.50 to cover the filing fees. Please file the certificate and affidavit as quickly as possible. Then, using our original, provide a certified copy and return it to our office via regular US mail

If any problems should arise in connection with this transaction, please contact me immediately.

Thank you very much.

Very truly yours,

Lisa Folis
Corporate Paralegal

LAF/encls-355856

A99-875

Name	OK
Availability	OK
Document	OK
Examination	OK
Librarian	OK
Unit	OK
Verifying	OK
Acknowledgment	OK
W. P. Verifier	OK

FILED
99 MAY 26 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

\$1785.00-LP
\$52.50-CC

LIMITED LIABILITY COMPANY NAME CONSENT

BY

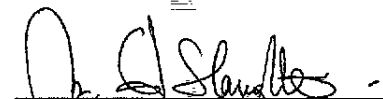
MIRACLE MILE PROPERTY LLC

THIS CONSENT is executed this 16 day of May, 1999 by the Manager of **Miracle Mile Property LLC**, a Florida limited liability company formed under the Florida Business Act on March 1, 1999 and assigned document number L99000001128 by the State of Florida (the "Company").

1. The Company consents to the use of "Miracle Mile Property, LLP," as the name under which Miracle Mile Property, LLP, a Florida limited partnership, will transact business in the State of Florida.

Both of the foregoing entities are owned by the same individuals, and have chosen similar names for business purposes.

Dated this 18th day of May, 1999.


Myriam Colson Slaughter
Manager

LAF-355022

FILED
99 MAY 26 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MIRACLE MILE PROPERTY, Ltd.**

The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986) as set forth in Chapter 620, Part I, Florida Statutes, hereby states the following:

1. The name of the limited partnership (the "Partnership") is "Miracle Mile Property, Ltd."
2. The mailing address and the address of the office of the Partnership are 181 Carica Road, Naples Florida 34108.
3. The name and address of the agent for service of process on the Partnership (the "Registered Agent") is Susan Barrett Hecker, Williams, Parker, Harrison, Dietz and Getzen, 200 South Orange, Avenue, Sarasota, Florida 34236.
4. The name and business address of the sole general partner are:

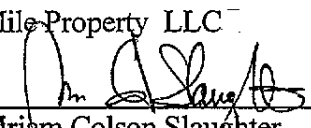
Miracle Mile Property, LLC
181 Carica Road
Naples, Florida 34108
5. The latest date upon which the Partnership shall dissolve is December 31, 2024.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the general partner of Miracle Mile Property, Ltd. by its Vice President, this the 18th day of May, 1999. The execution of this certificate by the undersigned general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

GENERAL PARTNER:

Miracle Mile Property LLC

By:


Miriam Colson Slaughter
As its Manager


FILED
99 MAY 26 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L99-1128

hds.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for Miracle Mile Property, LLC, a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, the undersigned accepts appointment as Registered Agent of the Partnership and acknowledges that she is familiar with, and accepts, the obligations of that position.



Susan Barrett Hecker
Registered Agent

LAF-354750

FILED
99 MAY 26 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS


STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared Myriam Colson Slaughter, as Manager of Miracle Mile Property LLC., a Florida limited liability company, which is the General Partner of Miracle Mile Property, LLP, a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon first being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership by the Limited Partners is \$400,000.
2. The amount of additional capital contributions anticipated to be contributed by the Limited Partners is \$-0-.

FURTHER AFFIANT SAYETH NAUGHT.

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



Myriam Colson Slaughter

SWORN TO AND SUBSCRIBED before me this 18th day of May, 1999 by Myriam Colson Slaughter, who is personally known to me or who has produced _____ as identification. If no type of identification is indicated, the above-named person is personally known to me.

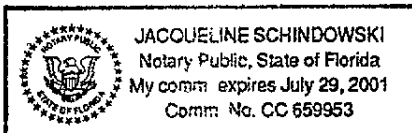
(Notary Seal)



Signature of Notary Public

Jacqueline Schindowski

Print Name of Notary Public



I am a Notary Public of the State of Florida,
and my commission expires on
7-29-01

LAF-354758

FILED
99 MAY 26 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA