



THE UNITED STATES
CORPORATION
COMPANY

A99000001058

ACCOUNT NO. : 072100000032

REFERENCE : 291024 4312767

AUTHORIZATION :

Patricia Pizito

COST LIMIT : ~~\$ 1785.00~~

FILED STATES
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 JUN 29 AM 11:44

ORDER DATE : June 29, 1999

\$1,837.50

ORDER TIME : 3:47 PM

ORDER NO. : 291024-005

000002919060--0

CUSTOMER NO: 4312767

CUSTOMER: Mr. Robert L. Kline
KLINE MOORE & KLEIN
KLINE MOORE & KLEIN
Suite 903
2665 S. Bayshore Drive
Coconut Grove, FL 33133

DOMESTIC FILING

NAME: IMPERIAL VILLAGE OF BROWARD,
LTD.

file 2nd

EFFECTIVE DATE:

5

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

RECEIVED
99 JUN 29 PM 4:44

JK
6/29/99

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DIVISION OF CORPORATIONS
99 JUN 29 AM 11:44

CERTIFICATE AND AFFIDAVIT OF LIMITED PARTNERSHIP

The undersigned, pursuant to the provisions of Section 620.108 of Florida Statutes, does hereby execute this Certificate and Affidavit of Limited Partnership and does certify and swear to the following:

1. The name of the Limited Partnership is Imperial Village of Broward, Ltd.
2. The mailing address and location of the records of the partnership required to be maintained shall be at 501 Brickell Key Drive, Suite 103, Miami, FL 33131.
3. The name and address of the agent for service of process is:

Gp 990000617

Two Parks Management Assoc.
501 Brickell Key Drive, Suite 103
Miami, FL 33131

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

General Partner
Two Parks Management Assoc.

Address
501 Brickell Key Drive
Suite 103
Miami, FL 33131

5. The term for which the Partnership is to exist is December 31, 2049, unless dissolved by written consent.

6. The capital contributions of the Limited Partners shall aggregate \$2,835,000, which is the anticipated total capital contribution.

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IN WITNESS WHEREOF, the undersigned has hereunto set its hand and seal this 25th day of June, 1999.

Signed, sealed and delivered
in the presence of:

GENERAL PARTNER

TWO PARKS MANAGEMENT ASSOC.

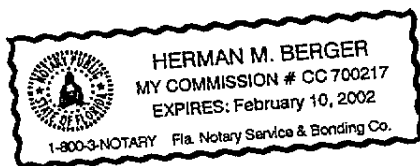
Olga Lopez

Marian Southland

Gerard Berger
Managing Partner

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

SUBSCRIBED AND SWORN to before me on behalf of Two Parks Management Assoc., a Florida General Partnership, by Gerard Berger, Managing Partner, this 25th of June, 1999.



Herman M. Berger
Herman M. Berger,
Notary Public
State of Florida

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROECESS WITHIN THIS STATE,
NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

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Pursuant to Section 620.105(2), Florida Statutes, the following is submitted in compliance with said Section:

Imperial Village of Broward, Ltd., desiring to organize under the laws of the State of Florida, has named Two Parks Management Assoc. located at 501 Brickell Key Drive, Suite 103, Miami, Florida 33131 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Limited Partnership, at the place designated in this certificate, Two Parks Management Assoc. hereby agrees to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping said office open.

Dated this 25th day of June, 1999.

Two Parks Management Assoc.

By: _____

Gerard Berger
Managing Partner

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

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The undersigned constituting all of the general partners of Imperial Village of Broward, LTD.

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 2,835,000.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 2,835,000.00.

Signed this 25th day of June, 1999.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

TWO PARKS MANAGEMENT ASSOC.

By: [Signature]
Managing General Partner

General Partner

General Partner

General Partner

General Partner

General Partner