



THE UNITED STATES
CORPORATION
COMPANY

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FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 JUL 19 PM 2:55

ACCOUNT NO. : 072100000032

REFERENCE : 310845 4303929

AUTHORIZATION :

Patricia Pizit

COST LIMIT : \$ 87.50

ORDER DATE : July 19, 1999

ORDER TIME : 10:21 AM

ORDER NO. : 310845-010

100002934761--3

CUSTOMER NO: 4303929

CUSTOMER: Myrna Golinsky, Legal Asst
GREENBERG TRAUIG
GREENBERG TRAUIG
1221 Brickell Avenue
20th Floor
Miami, FL 33131

DOMESTIC FILING

NAME: SHOPS AT OCEAN COURT, LTD.

EFFECTIVE DATE:

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: Janna Wilson

EXAMINER'S INITIALS:

BK

7/19/99

File 2nd

CERTIFICATE OF LIMITED PARTNERSHIP

OF

SHOPS AT OCEAN COURT, LTD.

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Pursuant to Section 620.108 of the Revised Uniform Limited Partnership Act (the "Act"), the undersigned being the sole General Partner of SHOPS AT OCEAN COURT, 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 SHOPS AT OCEAN COURT, LTD.
2. The business address and the mailing address of the limited partnership is 1052 Ocean Drive, Suite 2216, Miami Beach, FL 33139.
3. The name of the registered agent for service of process required by Section 620.105 the of the Act is Corporation Service Company.
4. The Florida street address for the registered agent is 1201 Hays Street, Tallahassee, Florida 32301.
5. **Agent Acceptance of Appointment of Registered**

Having been named the statutory registered agent of SHOPS AT OCEAN COURT, LTD., at the place designated in this Certificate of Limited Partnership of SHOPS AT OCEAN COURT, LTD., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by Section 620.129 of the Act and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.

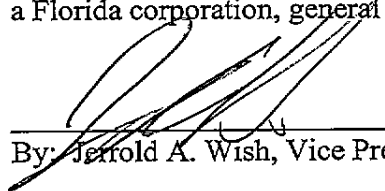
CORPORATION SERVICE COMPANY

By: Deborah D. Skipper, As Agent
Deborah D. Skipper
as its agent

6. The name and business address of the general partner is as follows: SHOPS AT OCEAN COURT, INC., 1052 Ocean Drive, Suite 2216, Miami Beach, Florida, 33139.
899 0000 6388 2
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 this 16th day of July, 1999 in accordance with Section 620.114 of the Act.

SHOPS AT OCEAN COURT, INC.
a Florida corporation, general partner


By: Jerrold A. Wish, Vice President

AFFIDAVIT

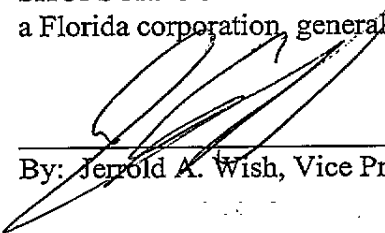
The undersigned, constituting all of the General Partners of SHOPS AT OCEAN COURT, LTD., a Florida Limited Partnership, hereby certify as follows:

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

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.

SHOPS AT OCEAN COURT, INC.
a Florida corporation, general partner


By: Jerrold A. Wish, Vice President

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