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FLORIDA LIMITED PARTNERSHIP

CORPORATE CENTER AT VANDERBILT LIMITED PARTNERSHIP

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 11, 1999

GERALD BIONDO
25 SOUTHEAST SECOND AVENUE, SUITE 900
MIAMI, FL 33131

SUBJECT: CORPORATE CENTER AT VANDERBILT LIMITED PARTNERSHIP
REF: W99000018622

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
CORPORATE CENTER AT VANDERBILT LIMITED PARTNERSHIP

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, certify as follows:

1. The name of the Partnership is CORPORATE CENTER AT VANDERBILT LIMITED PARTNERSHIP.

2. The purpose of the Partnership is to acquire and manage real and personal property.

3. The principal place of business and mailing address of the Partnership is 3033 Riviera Drive, Suite 202, Naples, Florida 34103.

4. The name and principal place of business of the General Partner is as follows:

198-93482
General Partner: Modular Development Co., Inc.
3033 Riviera Drive
Suite 202
Naples, Florida 34103

5. The term for which the Partnership is to exist is from the date the Certificate of Limited Partnership is issued from the Secretary of State, through December 31, 2025, unless sooner terminated.

6. The amount of property initially contributed by the Limited Partnership is \$5,500,000.00.

7. The Limited Partners are not required to contribute any additional capital to the Partnership.

THIS INSTRUMENT PREPARED BY:
Gerald J. Biondo, Esq.
FL Bar #: 154713
Murai Wald Biondo & Moreno P.A.
25 Southeast Second Avenue, Suite 900
Miami, Florida 33131
(305) 358-5900

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8. The name and address of the Registered Agent for service of process is:

Albert J. Socol
3033 Riviera Drive
Suite 202
Naples, Florida 34103

IN WITNESS WHEREOF, the undersigned, being duly sworn, have certified, sworn to and agreed to the foregoing this 4th day of August, 1999.

GENERAL PARTNER:

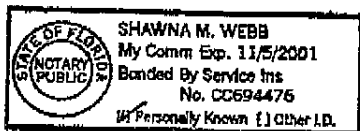
MODULAR DEVELOPMENT CO., INC.

By: [Signature]

AJ. Socol President

STATE OF Florida)
COUNTY OF Collier) SS:

The foregoing instrument was acknowledged before me this 4th day of August, 1999 by Albert J. Socol, as President of MODULAR DEVELOPMENT CO., INC, a Florida corporation, the general partner of CORPORATE CENTER AT VANDERBILT LIMITED PARTNERSHIP, a Florida limited partnership, on behalf of the limited partnership. He/she is personally known to me or has produced _____ as identification.



Shawna M. Webb
NOTARY PUBLIC
State of Florida
Print Name: Shawna M. Webb
Commission No.: CC694476
My Commission Expires: 11/5/2001

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CERTIFICATE OF REGISTERED AGENT
OF
CORPORATE CENTER AT VANDERBILT LIMITED PARTNERSHIP

In pursuance of Chapter 620.105, Florida Statutes, the following is submitted, in compliance with said Act:

That CORPORATE CENTER AT VANDERBILT LIMITED PARTNERSHIP, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Certificate of Limited Partnership, at the City of Naples, County of Collier, State of Florida, has named Albert J. Socol, located at 3033 Riviera Drive, Suite 202, Naples, Florida 34103, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated limited partnership, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 4th day of August, 1999.



ALBERT J. Socol

AFFIDAVIT

BEFORE ME, the undersigned authority, personally appeared ALBERT J. SOCOL, who being duly sworn deposes and states as follows:

1. That he is the president of MODULAR DEVELOPMENT CO., INC., the sole general partner in the partnership known as CORPORATE CENTER AT VANDERBILT LIMITED PARTNERSHIP.

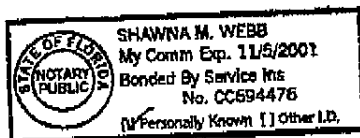
2. That the amount of capital contributions contributed by the limited partners is \$5,500,000.00, which amount is the total amount anticipated to be contributed by the limited partners.


3. Further Affiant sayeth naught.


ALBERT J. SOCOL

STATE OF FLORIDA)
): ss.
COUNTY OF Collier

The foregoing instrument was acknowledged before me this 4th day of August, 1999 by ALBERT J. SOCOL, who is personally known to me or who has produced _____ as identification.




NOTARY PUBLIC, STATE OF FLORIDA
Print name: Shawna M. Webb
Commission No.: CC694476
My Commission expires: 11/5/2001