



A99000001361

ACCOUNT NO. : 072100000032

REFERENCE : 345671 7136430

AUTHORIZATION :

COST LIMIT : \$ PPD

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SECRETARY OF CORPORATIONS
DIVISION OF
99 AUG 18 PM 4:24

ORDER DATE : August 18, 1999

ORDER TIME : 3:11 PM

ORDER NO. : 345671-005

CUSTOMER NO: 7136430

900002963659-5
-08/19/99-01001-012
****192.50 ****192.50

CUSTOMER: Mr. Bernard D. Stein
BERNARD DANE STEIN, P.A.
BERNARD DANE STEIN, P.A.
200 South Biscayne Boulevard,
20th Floor
Miami, FL 33131-2310

DOMESTIC FILING

NAME: THE CARLISLE EMERALD HILLS,
LTD.

EFFECTIVE DATE: 3

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY ~~PLEASE RETURN TWO COPIES PLEASE*****~~
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS: _____

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8/18/99
B/C

**CERTIFICATE OF LIMITED PARTNERSHIP OF
THE CARLISLE EMERALD HILLS, LTD.
A Florida Limited Partnership**

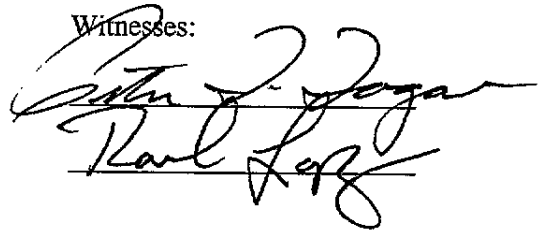
The undersigned General Partner, desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

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1. The name of the Partnership is THE CARLISLE EMERALD HILLS, LTD.
2. The address of the office of the Partnership is:
3225 Aviation Avenue, Suite 700, Coconut Grove, Florida 33133
3. The name and address of the agent for service of process on the Partnership are:
Stewart Marcus
3225 Aviation Avenue, Suite 700, Coconut Grove, Florida 33133
4. The name and address of the general partner are:
THE CARLISLE EMERALD HILLS, INC. *p99000036669*
3225 Aviation Avenue, Suite 700, Coconut Grove, Florida 33133
5. The mailing address of the Partnership is as follows:
3225 Aviation Avenue, Suite 700, Coconut Grove, Florida 33133
6. The latest date upon which the Partnership shall dissolve is December 31, 2049.

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.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of THE CARLISLE EMERALD HILLS, LTD. this 17th day of August, 1999.

Witnesses:


THE CARLISLE EMERALD HILLS, INC.
a Florida corporation

By: Stewart Marcus (SEAL)
Stewart Marcus, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for THE CARLISLE EMERALD HILLS, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

Stewart Marcus
Stewart Marcus, Date

AFFIDAVIT OF CAPITAL CONTRIBUTION

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STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned, personally appeared Stewart Marcus, who, after being duly sworn, certified as follows:

1. He is the President of THE CARLISLE EMERALD HILLS, INC., a Florida corporation (the "Corporation");
2. The Corporation is the sole general partner of THE CARLISLE EMERALD HILLS, LTD., a Florida Limited Partnership (the "Partnership");
3. The amount of capital contributions to the Partnership made by the limited partners is \$7,500;
4. No additional capital contributions are anticipated to be made by the limited partners.

FURTHER AFFIANT SAYETH NAUGHT.

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.

THE CARLISLE EMERALD HILLS, INC.
a Florida corporation

Date: 8/17, 1999.

By: Sm Marcus (SEAL)
STEWART MARCUS, President

BEFORE ME, the undersigned officer, a notary public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Stewart Marcus on the 17 day of August, 1999, known to me and known by me to be the President of THE CARLISLE EMERALD HILLS, INC., a Florida corporation (which corporation is known by me to be the sole General Partner of THE CARLISLE EMERALD HILLS, LTD., a Florida Limited Partnership), and the person who executed the foregoing Affidavit of Capital Contributions, and such person acknowledged to and before me executing this Affidavit on behalf of the General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County set forth above, this 17 day of August, 1999.

Theresa Dorsch
Notary Public, State of Florida



THERESA DORSCH
My Commission CC543885
Expires Mar. 31, 2000