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FLORIDA LIMITED PARTNERSHIP

355 Alhambra Plaza, Ltd.

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H99000021401 7

**CERTIFICATE OF LIMITED PARTNERSHIP OF  
355 ALHAMBRA PLAZA, LTD.  
a Florida limited partnership**

The undersigned general partners, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620.108, Florida Statutes, hereby certify the following:

1. Name of Partnership. The name of the Partnership is as follows:

355 Alhambra Plaza, Ltd.

2. Address of Record Keeping Office. The address of the record keeping office of the Partnership in the State of Florida is as follows:

Two Alhambra Plaza  
Penthouse II  
Coral Gables, Florida 33134

3. Registered Office and Agent. The name and address of the agent for service of process on the Partnership are as follows:

Henry Befeler  
c/o 355 Alhambra, Corp.  
Two Alhambra Plaza  
Penthouse II  
Coral Gables, Florida 33134

4. Name and Business Address of General Partners. The name and business address of the general partners are as follows:

*pg 9-48534*  
St. Joe/Alhambra  
Management Company  
Attn: David D. Fitch  
Suite 400 duPont Center  
1650 Prudential Drive  
Jacksonville, Florida 32207

*pg 8-60972*  
355 Alhambra, Corp.  
Attn: Armando Codina  
Two Alhambra Plaza  
Penthouse II  
Miami, Florida 33134

Susan E. Howsmon, Esq.  
FL BAR # 0107220  
Gunster, Yoakley, Valdes-Fauli  
& Stewart, P.A.  
777 S. Flagler Dr., Suite 500-East  
West Palm Beach, FL 33401  
(561) 655-0613

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H99000021401 7

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5. Mailing Address. The mailing address of the Partnership is as follows:

Two Alhambra Plaza  
Penthouse II  
Coral Gables, Florida 33134

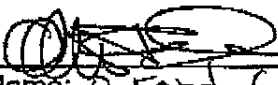
6. Latest Date Upon Which Partnership Is To Dissolve. The latest date upon which the Partnership is to dissolve is December 31, 2050, except as such date may be extended in the discretion of the General Partners.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by David D. Fitch, President of St. Joe/Alhambra Management Company, a Florida corporation, as a general partner of 355 Alhambra Plaza, Ltd., and O. Ford Gibson, Vice President of 355 Alhambra Corp., a Florida corporation, as a general partner of 355 Alhambra Plaza, Ltd., this 26th day of August, 1999.

ST. JOE/ALHAMBRA MANAGEMENT  
COMPANY, a Florida corporation, a General  
Partner of 355 Alhambra Plaza, Ltd., a Florida  
limited partnership

By: \_\_\_\_\_  
Name:  
Title:

355 ALHAMBRA CORP., a Florida corporation,  
a General Partner of 355 Alhambra Plaza, Ltd.,  
a Florida limited partnership

By:   
Name: O. Ford Gibson  
Title: Vice President

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H99000021401 7

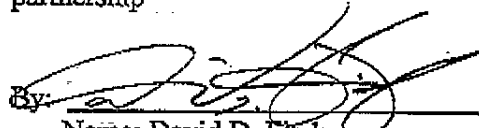
5. Mailing Address. The mailing address of the Partnership is as follows:

Two Alhambra Plaza  
Penthouse II  
Coral Gables, Florida 33134

6. Latest Date Upon Which Partnership Is To Dissolve. The latest date upon which the Partnership is to dissolve is December 31, 2050, except as such date may be extended in the discretion of the General Partners.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by David D. Fitch, President of St. Joe/Alhambra Management Company, a Florida corporation, as a general partner of 355 Alhambra Plaza, Ltd., and O. Ford Gibson V. Pres. of 355 Alhambra Corp., a Florida corporation, as a general partner of 355 Alhambra Plaza, Ltd., this 26th day of August, 1999.

ST. JOE/ALHAMBRA MANAGEMENT  
COMPANY, a Florida corporation, a General Partner  
of 355 Alhambra Plaza, Ltd., a Florida limited  
partnership

By:   
Name: David D. Fitch  
Title: President

355 ALHAMBRA, CORP., a Florida corporation, a  
General Partner of 355 Alhambra Plaza, Ltd., a Florida  
limited partnership

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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H99000021401 7

H99000021401 7

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for 355 Alhambra Plaza, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Partnership and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of a registered agent.

**REGISTERED AGENT:**

By:   
Henry Befeler

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H99000021401 7

H99000021401 7

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE ME, the undersigned, personally appeared David D. Fitch, President of St. Joe/Alhambra Management Company, a General Partner of 355 Alhambra Plaza, Ltd., a Florida limited partnership (the "Partnership"), and O. Ford Gibson, V. Pres. of 355 Alhambra, Corp., a General Partner of the Partnership, who certify as follows:

1. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$15,400,000.

Dated this 26<sup>th</sup> day of August 1999.

FURTHER AFFIANT SAITH NOT.

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

ST. JOE/ALHAMBRA MANAGEMENT COMPANY,  
a Florida corporation, General Partner of 355 Alhambra  
Plaza, Ltd., a Florida limited partnership

By: 

Name: David D. Fitch

Title: President

STATE OF FLORIDA  
COUNTY OF DUVAL

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 David D. Fitch, President of St. Joe/Alhambra Management Company, a General Partner of 355 Alhambra Plaza, Ltd., known to me and known by me to be the person who executed the foregoing instrument, and he acknowledged to me and before me that he executed this instrument as a General Partner of said Partnership.

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

\_\_\_\_\_  
Notary Public  
State of Florida at Large  
My Commission Expires:

H99000021401 7

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

355 ALHAMBRA CORP., a Florida corporation,  
General Partner of 355 Alhambra Plaza, Ltd., a  
Florida limited partnership

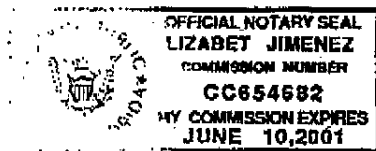
By: Name: D. Ford GibsonTitle: Vice President

STATE OF FLORIDA

COUNTY OF Dade

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 D. Ford Gibson, Vice President of 355 Alhambra Corp., a General Partner of 355 Alhambra Plaza, Ltd., known to me and known by me to be the person who executed the foregoing instrument, and he acknowledged to me and before me that he executed this instrument as a General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 19<sup>th</sup> day of August 1999.

  
Notary Public

State of Florida at Large

My Commission Expires: JUNE 10, 2001

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