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FLORIDA LIMITED PARTNERSHIP

KENDALL VILLAGE ASSOCIATES, LTD.

Certificate of Status	1
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P. 002



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 30, 1999

BILZIN, SUMBERG DUNN PRICE & AXELROD

SUBJECT: KENDALL VILLAGE ASSOCIATES, LTD.
REF: W99000020020

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

The original document submitted was for KENDALL VILLAGE ASSOCIATES, LTD., however, the document that was resubmitted with corrections is for KENDALL VILLAGE RESIDENTIAL, LTD. The name must be identical throughout the document, please decide what the name will be and resubmit the entire document, with the identical name.,

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) 487-6967.

Michelle Hodges
Document Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

Fax Audit No. H99-21620

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
KENDALL VILLAGE ASSOCIATES, LTD.**

The undersigned, desiring to form a limited partnership in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, as set forth in Sections 620.101 to 620.192, Florida Statutes, as amended, hereby states as follows:

1. The name of the limited partnership is KENDALL VILLAGE ASSOCIATES, LTD., a Florida limited partnership (the "Limited Partnership").

2. As required by Section 620.8902, Florida Statutes, the Limited Partnership was converted to a limited partnership from a general partnership known as Kendall Village Associates. All of the partners of Kendall Village Associates voted to effect the conversion.

3. The address of the registered office of the Limited Partnership is:
2665 South Bayshore Drive, Suite 1200
Coconut Grove, Florida 33133.

4. The name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, as amended, are:

Kendall Village, Inc.
2665 South Bayshore Drive, Suite 1200
Coconut Grove, Florida 33133.

5. The name and business address of the general partner of the Limited Partnership is:
Kendall Village, Inc.
2665 South Bayshore Drive, Suite 1200
Coconut Grove, Florida 33133.

6. The mailing address and principal address for the Limited Partnership are:
2665 South Bayshore Drive, Suite 1200
Coconut Grove, Florida 33133.

7. The latest date upon which the Limited Partnership is to dissolve is December 31, 2050.

The execution of this Certificate of Limited Partnership on behalf of the undersigned general partner constitutes an affirmation that the facts stated herein are true.

This instrument #233866.03 prepared by:
Richard M. Goldstein, Esquire
Florida Bar No. 389617
BILZIN SUMBERG DUNN PRICE & AXELROD LLP
2500 First Union Financial Center
Miami, Florida 33131-2336
Telephone: 305-374-7580

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IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed in the name and on behalf of the general partner of the Limited Partnership on the 27 day of August, 1999.

KENDALL VILLAGE, INC., a Florida corporation

By: 
Jeffrey L. Berkowitz, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, as President and on behalf of KENDALL VILLAGE, INC., a Florida corporation (the "Corporation"), which has been designated as registered agent for KENDALL VILLAGE ASSOCIATES, LTD., a Florida limited partnership (the "Limited Partnership"), in the foregoing Certificate of Limited Partnership of the Limited Partnership, hereby agrees that the Corporation will accept service of process for and on behalf of the Limited Partnership and that the Corporation will comply with any and all laws, including, without limitation, Section 620.192, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated: August 27, 1999.

KENDALL VILLAGE, INC., a Florida corporation

By: 
Jeffrey L. Berkowitz, President

Fax Audit No. H99- 21620

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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


BEFORE ME, the undersigned authority, a notary public authorized to administer oaths and to take acknowledgments in and for the State and County aforesaid, personally appeared Jeffrey L. Berkowitz, as President of KENDALL VILLAGE, INC., a Florida corporation (the "Corporation"), which Corporation is the general partner of KENDALL VILLAGE ASSOCIATES, LTD., a Florida limited partnership (the "Limited Partnership"), who, after first being duly sworn on oath, deposes and says as follows on behalf of the Corporation:

1. Affiant is the President and duly authorized to act on behalf of the Corporation, which is the general partner of the Limited Partnership.

2. As of the date hereof, the limited partners of the Limited Partnership have actually contributed to the Limited Partnership an aggregate of \$ 1,000.00 of the total amount of \$ 1,000.00 in capital contributions anticipated to be contributed to the Limited Partnership by its limited partners.

3. Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.

FURTHER AFFIANT SAYS NAUGHT.

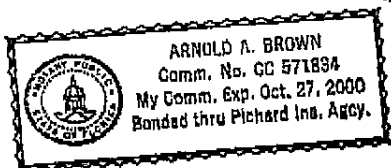



Jeffrey L. Berkowitz

THE FOREGOING INSTRUMENT was sworn to and subscribed before me this 27 day of August, 1999, by Jeffrey L. Berkowitz, as President of KENDALL VILLAGE, INC., a Florida corporation, on behalf of such corporation. Such individual is personally known to me or has produced a driver's license as identification.

My Commission Expires:

[NOTARIAL SEAL]





Print Name: ARNOLD A. BROWN
NOTARY PUBLIC, State of Florida
Serial No., if any: _____