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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
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Attn: Jeff Netherton

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-10/04/99-01077-025
***1837.50 ***1837.50

CORPORATION(S) NAME

Orlando Northpark Flexxspace, Ltd.

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input checked="" type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name **MJH**
Availability _____
Document _____
Examiner _____
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Verifier _____
Acknowledgement _____
W.P. Verifier _____

10/04/99

FILE SECOND

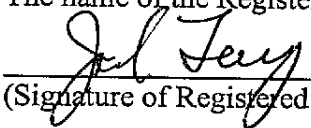
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT - 4 AM 9:56

99 OCT - 4 PM 12:06
STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
ORLANDO NORTH PARK FLEXXSPACE, LTD.**

THE UNDERSIGNED, the general partner of ORLANDO NORTH PARK FLEXXSPACE, LTD. (the "Partnership"), does hereby certify as follows for the purpose of forming a limited partnership pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act:

1. The name of the Partnership is "Orlando Northpark FlexxSpace, Ltd."
2. The business address and the mailing address of the Partnership is 1400 N.W. 107th Avenue, Miami, Florida 33172-2704.
3. The name of the Registered Agent for service of process is Joel Levy.

(Signature of Registered Agent)
4. The address for the Registered Agent is 1400 N.W. 107th Avenue, Miami, Florida 33172-2704.
5. The latest date upon which the Partnership is to be dissolved is December 31, 2046.
6. The name and business address of the general partner of the Partnership is Orlando Northpark FlexxSpace LLC, a Florida limited liability company with offices at 1400 N.W. 107th Avenue, Miami, Florida 33172-2704. *L99-6317*

Signed this 29th day of September, 1999.

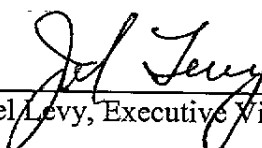
GENERAL PARTNER:

**ORLANDO NORTH PARK FLEXXSPACE
LLC**, a Florida limited liability company

By: AP-ADLER INVESTMENT FUND, L.P., a
Delaware limited partnership, *its managing
member*

PREPARED BY:
Karen S. Harkness, Esq.
Florida Bar No. 0939587
STROOCK & STROOCK & LAVAN LLP
3300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131-2385

By: ADLER NEWCO GP, INC., a Florida
corporation, *its managing general partner*

By: 
Joel Levy, Executive Vice President

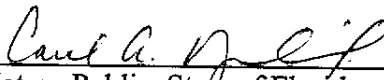
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT -4 AM 9:56

STATE OF FLORIDA
COUNTY OF MIAMI-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 Joel Levy, who is known to me and known by me to be the person who executed the foregoing Certificate of Limited Partnership of Orlando Northpark FlexxSpace, Ltd. (the "Partnership"), or who presented _____ as identification, and he acknowledged to me and before me that he executed this Affidavit as Executive Vice President of Adler Newco GP, Inc. and that said corporation is the general partner of AP-Adler Investment Fund, L.P., the Delaware limited partnership that is the managing member of Orlando Northpark FlexxSpace LLC, a Florida limited liability company that is the general partner of said Partnership.

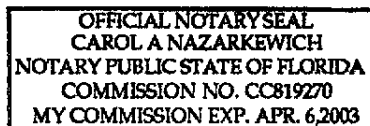
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 29th day of September, 1999.

(SEAL)



Notary Public, State of Florida

My commission expires:



AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME appeared the undersigned, being the Executive Vice President of Adler Newco GP, Inc., a Florida corporation that is the managing general partner of AP-Adler Investment Fund, L.P., a Delaware limited partnership that is the managing member of Orlando Northpark FlexxSpace LLC, a Florida limited liability company that is the sole general partner of Orlando Northpark FlexxSpace, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership," who upon being sworn, certified that: (i) the amount of cash capital contributions contributed to date by the limited partners of the Partnership is \$1,575,000.00; (ii) no additional amount of cash capital contributions are anticipated to be contributed by the limited partners of the Partnership; and (iii) no property other than cash has been contributed by the limited partners of the Partnership and it is not anticipated that the limited partners will contribute any property other than cash to the capital of the Partnership.

Dated: September 29, 1999.

FURTHER AFFIANT SAYETH NAUGHT.

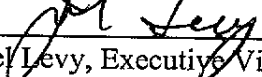
Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER:

ORLANDO NORTH PARK FLEXXSPACE LLC, a
Florida limited liability company

By: AP-ADLER INVESTMENT FUND, L.P., a Delaware
limited partnership, *its managing member*

By: ADLER NEWCO GP, INC., a Florida corporation,
its managing general partner

By: 
Joe Levy, Executive Vice President

PREPARED BY:
Karen S. Harkness, Esq.
Florida Bar No. 0939587
STROOCK & STROOCK & LAVAN LLP
3300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131-2385

STATE OF FLORIDA
COUNTY OF MIAMI-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 Joel Levy, who is known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions to Orlando Northpark FlexxSpace, Ltd. (the "Partnership"), or who presented _____ as identification, and he acknowledged to me and before me that he executed this Affidavit as Executive Vice President of Adler Newco GP, Inc. and that said corporation is the general partner of AP-Adler Investment Fund, L.P., the Delaware limited partnership that is the managing member of Orlando Northpark FlexxSpace LLC, a Florida limited liability company that is 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 aforesaid, this 29th day of September, 1999.

(SEAL)

My commission expires:

Carol A. Nazarkewich
Notary Public, State of Florida

