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To:

Division of Corporations
Fax Number : (850) 922-4003

From: Angelica M. Calabrese

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FLORIDA LIMITED PARTNERSHIP

85TH STREET ASSOCIATES, LTD.

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
85TH STREET ASSOCIATES, LTD.**

THIS CERTIFICATE OF LIMITED PARTNERSHIP is proposed and filed in order to form a limited partnership in accordance with Section 620.108, Florida Statutes.

1. The name of the Limited Partnership is 85TH STREET ASSOCIATES, LTD.
2. The address of the office and the name and address of the agent for service of process of the Limited Partnership is:

American Information Services, Inc.
One S.E. Third Avenue, 28th Floor
Miami, Florida 33131

3. The name and business address of the sole General Partner is:

Diversified Investment Associates, L.L.C.
2103 Coral Way
Coral Gables, FL 33145

4. The mailing address of the Limited Partnership is:

2307 S.W. 37th Avenue, Ste. 401
Coral Gables, FL 33145

5. The term of the Limited Partnership shall commence upon the filing of this Certificate with the Florida Department of State, and the latest date on which the Limited Partnership is to terminate is December 31, 2030.

The undersigned General Partner has executed this Certificate of Limited Partnership as of this 29th day of OCTOBER, 1999.

Diversified Investment Associates, L.L.C.
a Florida limited corporation

By: Print Name: MARIO R. JIMENEZTitle: MANAGER

The undersigned accepts the foregoing designation as agent for service of process of 85th Street Associates, Ltd. and agrees to act in that capacity.

American Information Services, Inc.

By: Name: Angelica M. CalabreseTitle: Vice President

Prepared by Lisa A. Landy, Esq., One S.E. 3rd Avenue, 28th Floor, Miami, FL 33131,
(305) 374-3600, Florida Bar No. 773123, Fax Audit No.

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AFFIDAVIT OF CAPITAL CONTRIBUTION

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

THE UNDERSIGNED, Mario R. Jimenez, as manager of the sole General Partner of 85TH STREET ASSOCIATES, LTD., a Florida limited partnership, being first duly sworn on oath, deposes and says:

1. That he is a manager of Diversified Investment Associates, L.L.C., a Florida limited liability corporation, and in that capacity has full authority to sign this Affidavit on behalf of said corporation;
2. That Diversified Investment Associates, L.L.C. is the sole General Partner of 85TH STREET ASSOCIATES, LTD., a Florida limited partnership;
3. That the amount of the capital contributions of the Limited Partners and the total amount anticipated to be contributed by the Limited Partners at this time is \$120,000.

FURTHER AFFIANT SAYETH NAUGHT.

Diversified Investment Associates, L.L.C.
 a Florida limited liability corporation

By: *[Signature]*

Print Name: Mario R. Jimenez

Title: Manager

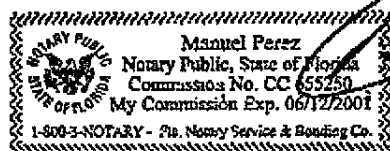
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BEFORE ME, the undersigned authority, Mario R. Jimenez, as a manager of Diversified Investment Associates, L.L.C., a Florida limited liability corporation, who is personally known to me or has produced his Florida Driver's License, as identification, and who did take an oath, and acknowledged before me that he executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and affixed seal at Miami, Miami-Dade County, Florida, this 29th day of

October, 1999.



NOTARY PUBLIC