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Please Reply to: Miami

December 17, 1999

A99000002112

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

200003069212-111
12/14/99-01048-006
****140.00****140.00

Attn: Limited Partnership Filing Section

RE: Pointe Royale, Ltd.

Gentlemen:

Enclosed please find two executed counterparts of the Certificate of Limited Partnership and Affidavit of Capital Contributions. Also enclosed is my firm's check in the amount of \$140.00 to cover the filing fee, registered agent fee and the certified copy. Please return the certified copy in the enclosed Fed Ex mailer.

If you have any questions, please do not return this package but call me, collect, at (305) 358-7605.

Very truly yours,


EDGAR LEWIS

el:ea
enclosures 4

APPROVED
AND
FILED
99 DEC 14 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
12-17-99

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
POINTE ROYALE, LTD.**

1. The name of the limited partnership is Pointe Royale, Ltd.
2. The business address of the limited partnership is 9200 South Dadeland Boulevard, Suite 500, Miami, Florida, 33156.
3. The name of the registered agent for service of process is Key Corporate Services, Inc. ✓ K41058
4. The Florida street address for the registered agent is 200 South Biscayne Boulevard, 20th Floor, Miami, Florida, 33131.
5. The mailing address of the limited partnership is 9200 South Dadeland Boulevard, Suite 500, Miami, Florida, 33156.
6. The latest date upon which the limited partnership is to be dissolved is December 3, 2029.
7. The name and address of the general partner is:

EquityLine Financial Group, Inc.
a Florida corporation

9200 South Dadeland Blvd., Suite 500
Miami, Florida 33156

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 13th day of December, 1999.

EquityLine Financial Group,
a Florida corporation

By: _____

Robert E. Spielman, President

Having been named as registered agent and to accept service of process for the above stated limited partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Key Corporate Services, Inc.

By: _____

Edgar Lewis, President

12-13-99

Date

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AND
FILED
99 DEC 14 AM 11:25
CLERK OF STATE
TREASURY OF FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting all of the general partners of Pointe Royale, Ltd., a Florida limited partnership, certify:

The amount of capital contributions to date of the limited partners is \$1,000.

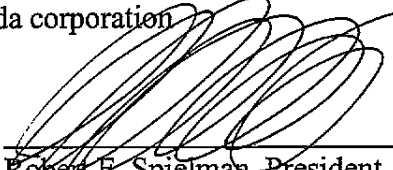
The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,000.

Signed this 13th day of December, 1999.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

EquityLine Financial Group, Inc.,
a Florida corporation

By: 

Robert E. Spielman, President

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TALLAHASSEE, FLORIDA