

B9600000339

8/28/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

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((H96000012060 5))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN
CONTACT: KENDALL SPARKMAN
PHONE: (305)374-7580

ACCT#: 075350000132

FAX #: (305)350-2446

NAME: LENNAR ATLANTIC PARTNERS LIMITED PARTNERSHIP
AUDIT NUMBER.....H96000012060
DOC TYPE.....FOREIGN LIMITED PARTNERSHIP
CERT. OF STATUS...1
CERT. COPIES.....1

PAGES..... 6
DEL.METHOD.. FAX
EST.CHARGE.. \$1,846.25

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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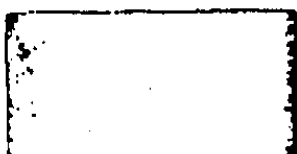
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CORPORATE DOCUMENT NUMBER
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B96 - 339

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96 AUG 28 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 AUG 28 PM 3:35

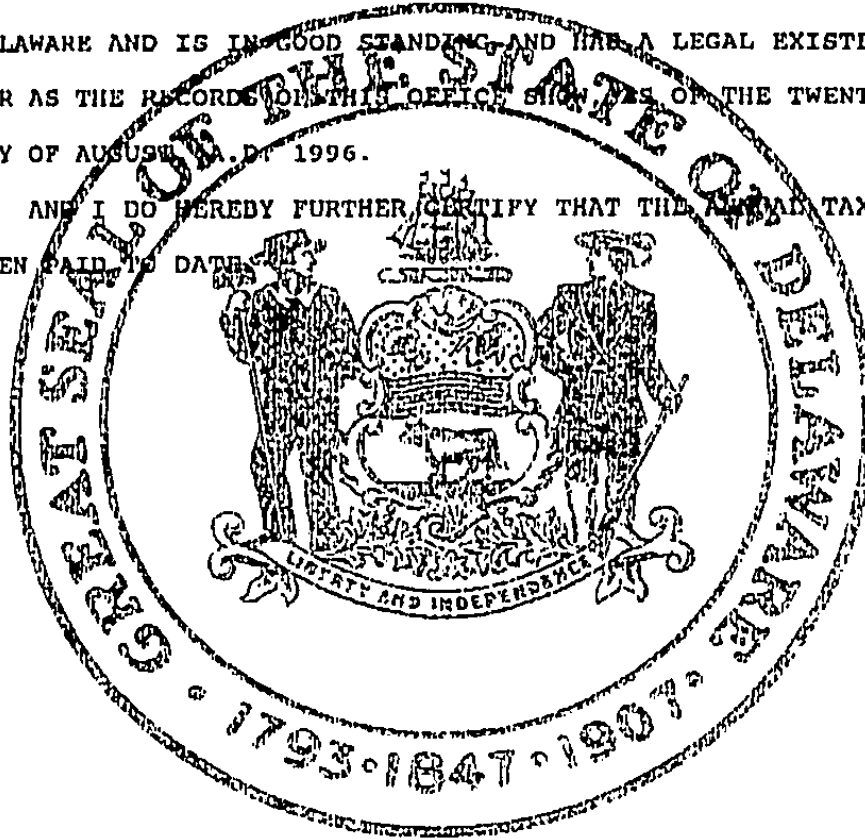
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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LENNAR ATLANTIC PARTNERS LIMITED PARTNERSHIP" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW AS OF THE TWENTY-SIXTH DAY OF AUGUST A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



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AUG 26 PM 4:23
SECRETARY OF STATE



Edward J. Freel
Edward J. Freel, Secretary of State

2443452 8300

AUTHENTICATION:

8080911

DATE:

08-26-96

960248236

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP
FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. The name of the limited partnership is LENNAR ATLANTIC PARTNERS LIMITED PARTNERSHIP (the "Limited Partnership").

2. The Limited Partnership was established under the laws of the State of Delaware on October 13, 1994.

3. The address of the Florida registered office of the Limited Partnership is:

760 NW 107th Avenue, Suite 400
Miami, Florida 33172;

and the name and address of its agent for service of process are:

Lennar Atlantic Holdings, Inc.
760 NW 107th Avenue, Suite 400
Miami, Florida 33172.

4. The names and business addresses of the general partners of the Limited Partnership are:

P94000083085
Lennar Atlantic Holdings, Inc.,
a Florida corporation
760 NW 107th Avenue, Suite 400
Miami, Florida 33172;
F96000004389
MS Atlantic Partners, Inc.,
a Delaware corporation
1585 Broadway, 37th Floor
New York, New York 10036-8293; and

This instrument prepared by:
Brian L. Bilzin, Esquire
Florida Bar No. 244252
RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN
2500 First Union Financial Center (3131-2136)
P.O. Box 019109
Miami, Florida 33101-9109
Telephone: 305-374-7590

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TALLAHASSEE, FLORIDA

BCMSL Partners L.P.,
a Delaware limited partnership
345 Park Avenue, 30th Floor
New York, New York 10154.

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5. The registered agent and office of the Limited Partnership in its State of formation are:

The Corporation Trust Company
1209 Orange Street
New Castle County
Wilmington, Delaware 19801.

6. The mailing address and principal office for the Limited Partnership are:

760 NW 107th Avenue, Suite 400
Miami, Florida 33172.

7. The Limited Partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners at its principal office until the Limited Partnership's registration in Florida is cancelled or withdrawn.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed in the name and on behalf of the undersigned general partners of the Limited Partnership as of the 28th day of August, 1996.

LENNAR ATLANTIC HOLDINGS, INC., a
Florida corporation

By: 
David Levin, Vice President

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95 AUG 28 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT NO. 1196-000012060 5

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

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25 AUG 28 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE FOREGOING INSTRUMENT was acknowledged before me this 28th day of August, 1996, by David Levin, as Vice President of LENNAR ATLANTIC HOLDINGS, 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]



ANDREA MCGINNIS
My Commission CO454584
Expires Dec 11, 1998

Andrea McGinnis
Print Name: Andrea McGinnis
NOTARY PUBLIC, State of Florida
Serial No., if any: _____

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, as Vice President and on behalf of LENNAR ATLANTIC HOLDINGS, INC., a Florida corporation (the "Corporation"), which has been designated as the Florida registered agent for LENNAR ATLANTIC PARTNERS LIMITED PARTNERSHIP, a Delaware limited partnership (the "Limited Partnership"), in the foregoing Application by Foreign 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 Florida registered agent of a limited partnership.

Dated: as of August 28, 1996.

LENNAR ATLANTIC HOLDINGS, INC., a
Florida corporation

By David Levin
David Levin, Vice President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, a notary public authorized to administer oaths and to take acknowledgements in and for the State and County aforesaid, personally appeared David Levin ("Affiant"), in his capacity as Vice President of LENNAR ATLANTIC HOLDINGS, INC., a Florida corporation (the "Corporation"), which Corporation is a general partner of LENNAR ATLANTIC PARTNERS LIMITED PARTNERSHIP, a Delaware 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 Vice President and duly authorized to act on behalf of the Corporation, which is a general partner of the Limited Partnership.

2. On the date hereof the limited partners of the Limited Partnership have actually contributed to the Limited Partnership an aggregate of \$1.00 of the total amount of \$ 21,427,000 in capital contributions anticipated to be contributed to the Limited Partnership by its limited partners, all of which shall be allocable to the State of Florida for the purpose of transacting business.

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.



David Levin, as Vice President of Lennar
Atlantic Holdings, Inc., a Florida corporation

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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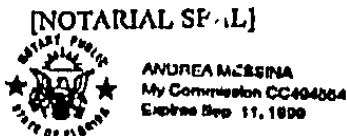
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FAX AUDIT NO. H96-000012060 5

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

THE FOREGOING INSTRUMENT was acknowledged, sworn to and subscribed before me this 2nd day of August, 1996, by David Levin, as Vice President of LENNAR ATLANTIC HOLDINGS, 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:



Andrea Messina
Print Name: Andrea Messina
NOTARY PUBLIC, State of Florida
Serial No., if any: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA