

A9800000-1484

HOLLAND & KNIGHT
 Requestor's Name
 315 SOUTH CALHOUN STREET
 Address
 Tallahassee, Florida 32301
 City/State/Zip Phone #
 224-7000

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- Miramar Apt. Ltd.
 (Corporation Name) (Document #)
- _____
 (Corporation Name) (Document #)
- _____
 (Corporation Name) (Document #)
- Contributions total \$7,500.
 OK to change affidavit per Connie S.
 (Corporation Name) (Document #)

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 98 JUN 16 PM 12:28

Walk-in
 Pick up time 1:00
 Certified Copy (2) Certified Copies
 Mail out
 Will wait
 Photocopy
 Certificate of Status

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input checked="" type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|--|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

200002560782--9
 -06/16/98--01058--012
 ****175.00 ****175.00
 200002560782--9
 -06/16/98--01058--013
 *****17.50 *****17.50

| OTHER FILINGS | |
|--------------------------|---------------------------|
| <input type="checkbox"/> | Annual Report DCC |
| <input type="checkbox"/> | Fictitious Name DCC |
| <input type="checkbox"/> | Name Reservation Verifier |
| <input type="checkbox"/> | Acknowledgement DCC |
| <input type="checkbox"/> | W. P. Verifier DCC |

| REGISTRATION/QUALIFICATION | |
|----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

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Examiner's Initials

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MIRAMAR APARTMENTS, LTD.,
a Florida limited partnership**

The undersigned, pursuant to the provisions of Section 620.108 of the Florida Statutes, do hereby certify and swear in this Certificate of Limited Partnership to the following:

1. NAME.

The name of the Limited Partnership is:

MIRAMAR APARTMENTS, LTD.

2. REGISTERED AGENT.

The name and address of the Registered Agent for the Limited Partnership is:

Mark I. Aronson, Esquire
701 Brickell Avenue, #2800
Miami, Florida 33131

3. GENERAL PARTNER.

The names and business address of the general partner is:

Miramar Apartments, Inc.
100 South Biscayne Blvd, Suite 1100
Miami, Florida 33131

997000034035

4. MAILING ADDRESS.

The mailing address for the Limited Partnership and the location of its principal place of business is as follows:

100 South Biscayne Blvd, Suite 1100
Miami, Florida 33131

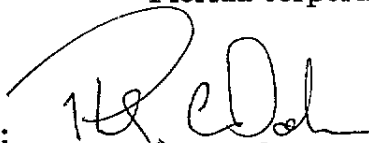
5. DISSOLUTION DATE.

The latest date upon which the Limited Partnership is to dissolve is December 31, 2047.

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IN WITNESS WHEREOF, the General Partner has executed this Certificate of Limited Partnership on the date indicated.

MIRAMAR APARTMENTS, INC., a
Florida corporation

By: 
Name: Philip C Dahan
Title: Vice President

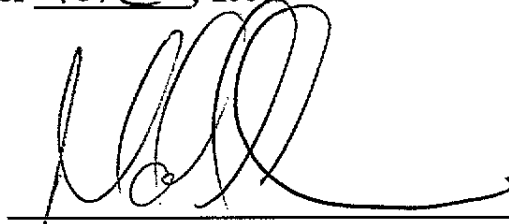
Dated: June 12, 1998

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ACCEPTANCE

Pursuant to Section 620.192 of the Florida Statutes, the undersigned accepts its appointment as registered agent for MIRAMAR APARTMENTS, LTD., a Florida limited partnership, and accepts all obligations imposed on it as such under Florida law.

Executed this 12th day of JUNE, 1998.



Mark I. Aronson

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AFFIDAVIT

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

The undersigned as the general partner of **MIRAMAR APARTMENTS, LTD.**, a Florida limited partnership (the "Limited Partnership"), declares as follows:

The total of capital contributions of the limited partners of the Limited Partnership through this date is \$7,500.00 and the anticipated future capital contributions of the limited partners to the Limited Partnership is \$ 0

MIRAMAR APARTMENTS, INC.,
a Florida corporation

By: *[Signature]*
Name: Philip C. Dahan
Title: VICE PRESIDENT

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

The foregoing instrument was acknowledged before me this 12th day of JUNE, 1998 by PHILIP C. DAHAN as VICE PRESIDENT of MIRAMAR APARTMENTS, INC., a Florida corporation, on behalf of the corporation. He/she has produced _____ as identification or is personally known to me.

[Signature]
Name: KATHLEEN CROGAN
Commission No.: _____
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:

MIA4-619238.1

