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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA LIMITED PARTNERSHIP

SOMA INVESTMENTS LIMITED PARTNERSHIP

Certificate of Status	0
Certified Copy	1
Page Count	03
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 12, 2004

CORPORATE & CRIMINAL RESEARCH SERVICES

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We have received your document for SOMA INVESTMENTS LIMITED PARTNERSHIP and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SOMA REAL ESTATE INVESTMENTS LIMITED PARTNERSHIP**

2004 APR -9 A 8:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the General Partner of SOMA Real Estate Investments Limited Partnership, a Florida limited partnership, does hereby execute this Certificate, and hereby affirms, under penalty of perjury, that the facts stated herein below are true:

1. The name of the limited partnership is SOMA Real Estate Investments Limited Partnership.

2. The address of the record keeping office of the limited partnership is:

2601 South Bayshore Drive
Suite 1200
Miami, Florida 33133

3. The name and address of the agent for service of process on the limited partnership is:

CorpDirect Agents, Inc.
103 North Meridian Street
Tallahassee, Florida 32301

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

Bridgeloan Investors Inc. P96-42015
2601 South Bayshore Drive
Suite 1200
Miami, Florida 33133

5. The mailing address for the limited partnership is:

2601 South Bayshore Drive
Suite 1200
Miami, Florida 33133

6. The limited partnership shall continue in perpetuity, unless sooner dissolved.

[Signature Appears on Next Page]

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Bridgeloan Investors Inc., a Florida
Corporation, as General Partner

2004 APR -9 A 8:41

By: [Signature] SECRETARY OF STATE
Name: James Horn TALLAHASSEE, FLORIDA
Title: James Horn

ACCEPTANCE AS REGISTERED AGENT

The undersigned, CorpDirect Agents, Inc., having a business address of 103 North Meridian Street, Tallahassee, FL 32301, does hereby accept its appointment as Registered Agent of SOMA Real Estate Investments Limited Partnership, a Florida limited partnership.

CORPDIRECT AGENTS, INC.

By: [Signature]
Name: Patricia Tadlock
Title: Ass. Secretary

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

2004 APR -9 A 8:41

The undersigned, constituting the general partner of SOMA Real Estate Investments Limited Partnership, a Florida limited partnership, certifies: **SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The amount of the capital contributions to date of the limited partners is
\$3,100,000.00

The total amount contributed and anticipated to be contributed by the limited partners at this time totals **\$3,100,000.00**

Further affiant sayeth not.

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.

Dated this 8th day of April, 2004.

Bridgeloan Investors Inc., a Florida
corporation, as General Partner

By: _____

Name: _____

Title: _____

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