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4/20/05

FLORIDA LIMITED PARTNERSHIP

st. andrews palm beach, ltd.

Certificate of Status	0
Certified Copy	1
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## CERTIFICATE OF LIMITED PARTNERSHIP

OF

### ST. ANDREWS PALM BEACH, LTD.

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute, file and acknowledge with the Secretary of State of the State of Florida this Certificate of Limited Partnership, as follows:

1. The name of this limited partnership ("Partnership") shall be:

ST. ANDREWS PALM BEACH, LTD.

2. The principal office and the mailing address in Florida of this Partnership at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (the "Act") is c/o Howard D. Cohen, 1025 Kane Concourse, Suite 215, Bay Harbor Islands, Florida, 33154.

3. The name and street address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is St. Andrews Palm Beach, Inc. (as General Partner) c/o Howard D. Cohen, 1025 Kane Concourse, Suite 215, Bay Harbor Islands, Florida, 33154.

4. The name and business address of each General Partner of the Partnership is as follows:

GENERAL PARTNER

BUSINESS ADDRESS

ST. ANDREWS PALM BEACH, INC.

c/o Howard D. Cohen  
1025 Kane Concourse  
Suite 215  
Bay Harbor Islands, FL 33154

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5. A mailing address for the Partnership is as follows:

St. Andrews Palm Beach, Ltd.  
c/o Howard D. Cohen  
1025 Kane Concourse  
Suite 215  
Bay Harbor Islands, FL 33154

Prepared by: Howard D. Cohen, Esq., FL Bar #980323  
1025 Kane Concourse, Suite 215  
Bay Harbor Islands, FL 33154  
(305) 867-2245

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6. The latest date upon which the Partnership is to dissolve is December 31, 2150, unless terminated sooner in accordance with the provisions of the Limited Partnership Agreement.

7. An Affidavit as to capital contributions of the limited partners is submitted herewith and hereby incorporated herein by reference.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal to this Certificate this 19th day of April, 2005.

ST. ANDREWS PALM BEACH, INC., a  
Florida corporation, as general partner

  
Howard D. Cohen, President

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ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT

The UNDERSIGNED, named as the agent for service of process in paragraph three of the Certificate of Limited Partnership of St. Andrews Palm Beach, Ltd., hereby accepts the appointment as such registered agent, and acknowledges that it is familiar, with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act.

Dated this 19<sup>th</sup> day of April, 2005.

ST. ANDREWS PALM BEACH, INC., a  
Florida corporation

By:   
Howard D. Cohen, President

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AFFIDAVIT DECLARING AMOUNT OF  
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF  
ST. ANDREWS PALM BEACH, LTD.

The undersigned, constituting the sole General Partner of St. Andrews Palm Beach, Ltd. (the "Partnership"), a Florida limited partnership, certifies as follows:

Upon the formation of the Partnership, the limited partner's contribution total is \$0.00. Additional capital contributions are anticipated to be made by the limited partners in the amount of \$12,500,000.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

ST. ANDREWS PALM BEACH, INC., a  
Florida corporation, as General Partner

By: Howe

Howard D. Cohen, President

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