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FLORIDA LIMITED PARTNERSHIP
SECOND WORTH AVENUE PARTNERSHIP, LTD.

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CERTIFICATE OF LIMITED PARTNERSHIP

1. Second Worth Avenue Partnership, Ltd.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")

2. c/o The Goodman Company, 777 South Flagler Drive, West Palm Beach FL 33401
(Business address of Limited Partnership)

3. William A. Shewalter
(Name of Registered Agent for Service of Process)

4. c/o The Goodman Company, 777 South Flagler Drive, West Palm Beach FL 33401
(Florida street address for Registered Agent)

5. By: William A. Shewalter
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)

6. c/o The Goodman Company, 777 South Flagler Drive, West Palm Beach FL 33401
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: Perpetual

8. Name(s) of general partner(s):
North Worth, LLC, a Delaware LLC
L98-1303
Street address:
c/o The Goodman Company
777 South Flagler Drive
West Palm Beach FL 33401

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

Signed this 28th day of July, 2005.

Signature of all general partners:
North Worth, LLC, a Delaware Limited Liability Company

By: Goodman Properties, Inc. as manager
William A. Shewalter
General Partner
General Partner
General Partner

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of _____
Second Worth Avenue Partnership, Ltd.

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 10,000.00

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 10,000.00

Signed this 28th day of July, 2005

FURTHER AFFIANT SAYETH NOT.

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

North Worth, LLC, a Delaware Limited Liability Company

By: Goodman Properties, Inc., its manager

By: William A. Shewalter
General Partner

General Partner

William A. Shewalter, Vice President

General Partner

General Partner

General Partner

General Partner

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