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Fax Number : (850)205-0383

From: Rosa Wong, Paralegal

Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001363
Phone : (305)374-5600
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

FLORIDA/FOREIGN LP/LLP

LIBERTY CITY BIOTECH DEVELOPMENT PARTNERS, LTD.

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$1,052.50

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June 23, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations

AKERMAN, SENTERFITT & EIDSON, P.A.

SUBJECT: LIBERTY CITY BIOTECH DEVELOPMENT PARTNERS, LTD.
REF: W06000028315

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Effective January 1, 2006, Chapter 620, Florida Statutes, does not require or permit the filing of an "Affidavit of Capital Contributions." Therefore, you must re-fax the document without the "Affidavit of Capital Contributions" attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neyssa Culligan
Document Specialist

FAX Aud. #: H06000163519
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**CERTIFICATE OF LIMITED PARTNERSHIP
FOR
LIBERTY CITY BIOTECH DEVELOPMENT PARTNERS, LTD.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned general partner represents that it has formed a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (the "Act"), and that it has executed this Certificate of Limited Partnership pursuant to the foregoing Act and states herein as follows:

ARTICLE I

The name of the limited partnership, which is hereafter referred to as the "Limited Partnership," shall be LIBERTY CITY BIOTECH DEVELOPMENT PARTNERS, LTD.

ARTICLE II

The Limited Partnership's primary mission is to provide investment capital for low-income communities, as defined in Section 45D(e)(1) of the Internal Revenue Code, within Miami-Dade County, Florida, such as Census Tract No. 12086001004. More than 60 percent of the Limited Partnership's activities will be directed to investing equity in or providing loans to support commercial properties that are located in low-income communities within Miami-Dade County, Florida, such as Census Tract No. 12086001004, and investing equity or providing loans to businesses that are located in low-income communities within Miami-Dade County, Florida, such as Census Tract No. 12086001004.

ARTICLE III

The principal place of business and the mailing address of the Limited Partnership in Florida shall be 780 Fisherman Street, Suite 334, Opa-locka, Florida 33054.

ARTICLE IV

The street address of the Limited Partnership's initial registered office is c/o Julie A. S. Williamson, One Southeast Third Avenue, 28th Floor, Miami, Florida 33131. The name of the Limited Partnership's initial registered agent at that office is American Information Services, Inc.

ARTICLE V

The name and address of the General Partner of the Limited Partnership is as follows:

Liberty City Biotech Development, Inc. P06000083846
780 Fisherman Street
Suite 334
Opa-locka, Florida 33054

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ARTICLE VI

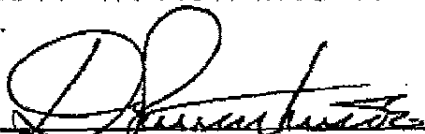
The Partnership shall commence upon the filing of this Certificate of Limited Partnership with the Florida Department of State. The existence of the Limited Partnership is perpetual.

Under penalties of perjury, undersigned declares that he has read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 21 day of June, 2006.

GENERAL PARTNER:

LIBERTY CITY BIOTECH DEVELOPMENT,
INC.

By: 
Dennis C. Stackhouse, President

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LIMITED PARTNERSHIP REGISTERED AGENT ACCEPTANCE

Having been named to accept Service of Process for the above stated limited partnership, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, and the undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and accepts the duties and obligations of section 620.192, Florida Statutes.

Dated as of the 21 day of June, 2006.

**AMERICAN INFORMATION SERVICES, INC., as
Registered Agent**

By: *Rosa Wong*
Rosa Wong, Assistance Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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