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Ocean Land Financing SPE, Ltd.

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
OCEAN LAND FINANCING SPE, LTD.**

1. The name of the Limited Partnership is:

OCEAN LAND FINANCING SPE, LTD.

2. The Street Address and Mailing Address of the initial designated office of the Limited Partnership is:

One South Ocean Boulevard, Suite 204
Boca Raton, Florida 33432

3. The Name and Florida Street Address of the Registered Agent for Service of Process is:

EISINGER, BROWN, LEWIS & FRANKEL, P.A.
4000 Hollywood Boulevard
Suite 265-S
Hollywood, Florida 33021

4. By  **ANDREW J. LEWIS**
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)

5. The Name and Business Address of each General Partner is:


Ocean Land Financing, Inc.,
a Florida corporation
Attention: Jean Francois Roy, President
One South Ocean Boulevard, Suite 204
Boca Raton, Florida 33432

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.

Signed this 13th day of June, 2007.

Signature of all General Partners:

OCEAN LAND FINANCING, INC., a Florida corporation

By 
JEAN FRANCOIS ROY, President

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