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FROM GREENBERG TRAUIG

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American Real Estate Fund, LLLP

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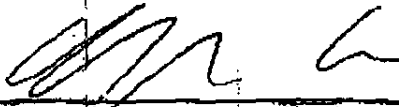
M. THOMAS

SEP 18 2008

EXAMINER 0473008

**CERTIFICATE OF LIMITED LIABILITY LIMITED PARTNERSHIP
FOR
AMERICAN REAL ESTATE FUND, LLLP**

1. The name of the limited liability limited partnership is American Real Estate Fund, LLLP (the "Limited Liability Limited Partnership").
2. The street address of the initial designated office of the Limited Liability Limited Partnership is 1401 South State Road 7, Hollywood, FL 33013.
3. The name of the registered agent for service of process shall be Al Petrassi (the "Registered Agent").
4. The Florida address for the Registered Agent is c/o Bruce C. Rossetto, Greenberg Traurig, P.A., 5100 Town Center Circle, Suite 400, Boca Raton, Florida 33486.
5. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Al Petrassi, Registered Agent

6. The mailing address of the initial designated office of the Limited Liability Limited Partnership is 1401 South State Road 7, Hollywood, FL 33023.
7. The name and business address of the general partner is American Realty Fund Management LLC located at 1401 South State Road 7, Hollywood, Florida 33023.
8. The effective date of the Limited Liability Limited Partnership is the date of filing with the Secretary of State of the State of Florida.
9. The limited partnership elects to be a limited liability limited partnership.

Executed this 16th day of September, 2008.

**GENERAL PARTNER:
AMERICAN REALTY FUND MANAGEMENT
LLC**

By: _____

Name: Al Petrassi
Title: Member

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