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FROM: GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH)
076117000420

ACCT#:

CONTACT: ROSE CARBONE
PHONE: (561)650-0726

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NAME: OCN PALMS, LTD.

AUDIT NUMBER.....H97000018215

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0 PAGES..... 4

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**CERTIFICATE OF LIMITED PARTNERSHIP OF
OCN PALMS, LTD.
a Florida limited partnership**

The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620.108, Florida Statutes, hereby certifies the following:

1. Name of Partnership. The name of the Partnership is as follows:

OCN Palms, Ltd.

2. Address of Record Keeping Office. The address of the record keeping office of the Partnership in the State of Florida is as follows:

3494 Lantern Bay Drive
Jupiter, Florida 33458

3. Registered Office and Agent. The name and address of the agent for service of process on the Partnership is as follows:

Valdes-Fauli Corporate Services, Inc.
777 S. Flagler Drive
Suite 500 East
West Palm Beach, Florida 33401

4. Name and Business Address of General Partner. The name and business address of the general partner is as follows:

OCN Palms, Inc.
3494 Lantern Bay Drive
Jupiter, Florida 33458

897-93871

5. Mailing Address. The mailing address of the Partnership is as follows:

3494 Lantern Bay Drive
Jupiter, Florida 33458

6. Latest Date Upon Which Partnership is To Dissolve. The latest date upon which the Partnership is to dissolve is December 31, 2050.

Stephen G. Vogelsang, Esq. (FL Bar #0614424)
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
777 S. Flagler Drive, Suite 500 East
West Palm Beach, FL 33401
(561) 655-1980

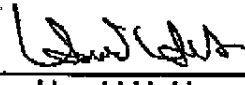
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IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by Harold H. Hogg, President of OCN Palms, Inc., a Florida corporation, as general partner of OCN Palms, Ltd., this 3^{1st} day of October, 1997.

OCN Palms, Inc., a Florida Corporation,
general partner of OCN Palms, Ltd., a
Florida limited partnership

By: 
Harold H. Hogg
Its: President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the Undersigned, personally appeared Harold H. Hogg, President of OCN Palms, Inc., general partner of OCN Palms, Ltd., a Florida limited Partnership (the "Partnership"), who certifies as follows:

- 1. The total amount of capital contributions of the limited partners to the Partnership is \$600,000.
- 2. The limited partners anticipate making additional capital contributions to the Partnership of \$400,000.

This 31st day of October, 1997.

FURTHER AFFIANT SAITH NOT.

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

OCN Palms, Inc., a Florida Corporation,
general partner of OCN Palms, Ltd., a
Florida limited partnership

By: [Signature]
Harold H. Hogg
Its: President

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STATE OF FLORIDA)
COUNTY OF PALM BEACH) ss.

The foregoing instrument was acknowledged before me this 31st day of October, 1997, by Harold H. Hogg, President of OCN Palms, Inc., a Florida corporation, general partner of OCN Palms, Ltd., a Florida limited partnership. The above-named individual is personally known to me, or has produced the following identification _____ which is current or has been issued within the past five years and bears a serial or other identifying number and [did not] take an oath.

[Signature]
Print Name: _____
NOTARY PUBLIC, STATE OF FLORIDA
Commission Number: _____



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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for OCN Palms, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Partnership and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

**VALDES-FAULI CORPORATE SERVICES,
INC.**

By: 
Michael V. Mitrione, Vice President

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