A9800000/365 Brady & Brady, P.A.

Attorneys at Low 370 W. Camino Gardens Blod., Suite 336 & 337 Boca Raton, FL 33432

Frank R. Brady* Jeanne C. Brady

*Also Admitted to New Jersey Bar

Phone: (561) 338-9256 Fax: (561) 338-5824

May 26, 1998

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re: Formation of Oasis VGC, Ltd.

600002542656--4 -06/01/98--01106--001 ***1837.50 ***1837.50

Gentlemen:

Enclosed is the original certificate of formation, affidavit of capital contributions and registered agent appointment for Oasis VGC, Ltd., Inc., together with a check in the amount of \$1,837.50 to cover the filing fee, certified copy fee and registered agent fee. Please file the original certificate of formation and return a certified copy to me at your earliest convenience.

Thank you for your attention to this request.

Very truly yours,

BRADY & BRADY, P.A.

Krank R. Brady, Esq

FRB/nb enclosures

Name
Availability

Document
Examiner

Updater

Updater
Verifyer

Acknowledgement

W. P. Verifyer

SECRETARY OF STATE OF CORPORATIONS

98 JUN - 1 AH 10: 52

CERTIFICATE OF FORMATION OF LIMITED PARTNERSHIP

The undersigned, for the purpose of forming a limited partnership under and pursuant to the Florida Revised Uniform Limited Partnership Act (1986) (constituting §§ 620.101 et seq., Florida Statutes) and other applicable laws of the State of Florida, hereby certifies as follows:

- 1. Name of Limited Partnership. The name under which this Limited Partnership will operate and conduct its business is Oasis VCG, Ltd.
- 2. Office for Maintenance of Business Records. The address of the office at which the official records of the Limited Partnership shall be kept, as required by § 620.106, Florida Statutes, and where service of process on the Limited Partnership may be perfected is 10051 Pines Blvd., Suite B, Pembroke Pines, FL 33024.
- 3. Agent for Service of Process. The name and address of the Limited Partnership's agent to accept service of process in the State of Florida is:

Vicente A. Silva 10051 Pines Blvd., Suite B Pembroke Pines, FL 33024

4. Names and Addresses of General Partners. The name and business address of each general partner of the Limited Partnership is as follows:

Name	Business Address	SECF
Vicente A. Silva	10051 Pines Blvd., Suite B Pembroke Pines, FL 33024	FILED RETARY OF N OF CORF
Carol A. Murphy	15485 Eagle Nest Lane, Suite 120 Miami, Florida 33014-2221	

- 5. Mailing Address of Partnership. The mailing address of the Limited Partnership is: Oasis VCG, Ltd., 1404 NW 179th Avenue, Pembroke Pines, FL 33029.
- 6. Date of Dissolution. The latest date on which the Limited Partnership is to dissolve is December 30, 2038.
- 7. Effective Date. This certificate will become effective, and the Limited Partnership will be formed, on the date of filing of this Certificate with the Secretary of State.

IN WITNESS WHEREOF, the undersigned general partners of the Limited Partnership have hereunto set their respective hand this 22 day of April, 1998.

Carol A. Murphy, general partner

Vicente A. Silva, general partner

98. IIIN - I AM IO: 52

STATE OF FLORIDA DEPARTMENT OF STATE

Certificate Designating Registered Office or Domicile for the Service of Process Within This State and Naming Agent Upon Whom Process May be Served.

The following is submitted in compliance with §620.105, Florida Statutes:

Oasis VCG, LTD. is a limited partnership organized under the laws of the State of Florida, with its registered office located at 10051 Pines Blvd., Suite B, Pembroke Pines, FL 33024 and has named Vicente A. Silva as its registered agent to accept service of process within this State at the office specified in his acceptance below.

Carol A. Murphy, general partner

Vicente A. Silva, general partner

ACCEPTANCE:

I hereby agree, as Registered Agent for OASIS VCG, LTD., to accept Service of Process; to keep my office at 10051 Pines Blvd., Suite B, Pembroke Pines, FL 33024 open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service or process at the Florida designated address) in some conspicuous place in said office as required by law.

Vicente A. Silva, registered agent

SECRETARY OF STATE
DIVISION OF CORPORATIONS

OR HIN - 1 AN IO: 52

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, who are all the general partners of Oasis VCG, LTD. (hereinafter referred to as the "Limited Partnership"), hereby declare that the capital contributions of all limited partners and general partners of the Limited Partnership are as follows:

1. Contributions of General Partners. The general partners of the Limited Partnership have made capital contributions in the form of either cash, tangible or intangible personal property, or real property in the following amounts:

Carol A. Murphy and Vicente A. Silva, tenants by the entireties

\$ 4,000.00

It is anticipated that the general partners listed below will make additional capital contributions, in the form of either cash, tangible or intangible personal property, or real property, in the following amounts:

Carol A. Murphy and Vicente A. Silva, tenants by the entireties

none

2. Contributions of Limited Partners. The limited partners have made capital contributions to the Limited Partnership, in the form of either cash, tangible or intangible personal property or real property, in the following amounts:

Carol A. Murphy and Vicente A.

\$396,000.00

Silva, tenants by the entireties

Silva and Murphy Family Irrevocable Trust I for the Lineal Descendants of Vicente A. Silva and Carol A. Murphy, dated as of December 31. 1997

\$ 100.00

It is anticipated that the limited partners list contributions to the Limited Partnership in			-
Carol A. Murphy and Vicente A. Silva, tenants by the entireties	\$	None	
Silva and Murphy Family Irrevocable Trust I for the Lineal Descendants of Vicente A. Silva and Carol A. Murphy, dated as of December 31, 1997.	\$	None	SECRETARY OF STATE OF STATE OF CORPORATE OF
IN WITNESS WHEREOF, the undersige their respective hand in the name and on bot	ehalf		eunto segni 22 day
STATE OF FLORIDA) COUNTY OF PALM BEACH) ss:			
Sworn and subscribed to by VICENTE of whom personally appeared before me at or did not () take an oath or make an affirm she are the general partners of Oasis VCC foregoing affidavit of capital contribution this A day of May, 1998. [notary seal]	the tirnation t, Ltd.	ne of this notarization and, acknowledged to me the and that he and she did	d did (X) at he and I sign the th, all on
	ssioned N ssion Nun	ame: MY COMMISSION #	

Personally known to notary ____ OR produced identification ____ Type of identification produced: _____