

A020000000829**Florida Department of State**

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 205-0363

From:

Account Name : BILZIN, SUMBERG DUNN BAENA PRICE & AXELROD LLP.
Account Number : 075350000132
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Fax Number : (305) 350-2446

FLORIDA LIMITED PARTNERSHIP**SDS Newton County, Ltd.**

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$148.75

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02 JUN 14 PM 3:50

DIVISION OF CORPORATION

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02 JUN 14 PM 4:24

SECRETARY OF STATE
TALLAHASSEE FLORIDA

H02-152806

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SDS NEWTON COUNTY, LTD.**

The undersigned, desiring to form a limited partnership in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, as set forth in Sections 620.101 to 620.192, Florida Statutes, as amended, hereby states as follows:

1. The name of the limited partnership is SDS Newton County, Ltd., a Florida limited partnership (the "Limited Partnership").

2. The address of the registered office of the Limited Partnership is:

1200 South Pine Island Road
Plantation, Florida 33324.

3. The name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, as amended, are:

C T Corporation System
1200 South Pine Island Road
Plantation, Florida 33324.

4. The name and business address of the sole general partner of the Limited Partnership are:

SDS Real Property Holdings GP, Inc.,
a Florida corporation
4736 N. Bay Road
Miami Beach, Florida 33140.

P02-47547

5. The mailing address for the Limited Partnership is:

4736 N. Bay Road
Miami Beach, Florida 33140.

6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2052.

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The execution of this Certificate of Limited Partnership on behalf of the undersigned sole general partner constitutes an affirmation that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed in the name and on behalf of the sole general partner of the Limited Partnership as of the 14th day of June, 2002.

SDS Real Property Holdings GP, Inc., a
Florida corporation, its general partner

By: 

Edward Porter, President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, a notary public authorized to administer oaths and to take acknowledgments in and for the State and County aforesaid, personally appeared Edward Porter as President of SDS Real Property Holdings GP, Inc., a Florida corporation (the "Corporation"), which corporation is the sole general partner of SDS Newton County, Ltd., a Florida limited partnership (the "Limited Partnership"), who, after first being duly sworn on oath, deposes and says as follows:

1. Affiant is the President and is duly authorized to act on behalf of the Corporation, which is the sole general partner of the Limited Partnership.

2. As of the date hereof, the partners of the Limited Partnership have contributed to the Limited Partnership an aggregate of \$1.00 of the total amount of \$1,000.00 in capital contributions anticipated to be contributed to the Limited Partnership by its limited partners.

3. Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.

FURTHER AFFIANT SAYETH NOT.

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

Dated June 14, 2002

Edward Porter /s/
Edward Porter, as President of SDS Real
Property Holdings GP, Inc., a Florida
corporation, sole general partner

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ACCEPTANCE OF APPOINTMENT

The undersigned acknowledges and accepts its appointment as registered agent of SDS Newton County, Ltd. and agrees to act in that capacity and to comply with the provisions of the Florida Limited Partnership Act relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of Section 620, Florida Statutes.

Date: June 14, 2002

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By 
Name: PETER F. SOUZA
Title: ASSISTANT SECRETARY

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TOTAL P.05