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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850)521-1000
Fax Number : (850)521-1030

FLORIDA LIMITED PARTNERSHIP

ST. ANDREWS HOLDINGS, LTD.

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$140.00

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CERTIFICATE OF LIMITED PARTNERSHIP**ST. ANDREWS HOLDINGS, LTD.
a Florida limited partnership**

The undersigned General Partner desiring to form a Limited Partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states the following:

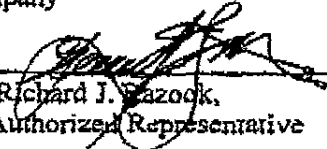
1. The name of the Limited Partnership is St. Andrews Holdings, Ltd. (the "Partnership").
2. The address of the office of the Partnership is 2665 South Bayshore, Suite 601, Coconut Grove, Florida 33133. The name and address of the agent for service of process upon the Partnership is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.
- 3.
4. The name and business address of the General Partner of the Partnership are as follows:
St. Andrews GP, LLC, 2665 South Bayshore, Suite 601, Coconut Grove, Florida 33133.
5. The mailing address of the Partnership is 2665 South Bayshore, Suite 601, Coconut Grove, Florida 33133.
6. The latest date upon which the Partnership will dissolve is December 31, 2095.

The execution of this Certificate of Limited Partnership by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

This Certificate of Limited Partnership has been executed by the General Partner of St. Andrews Holdings, Ltd. this 20th day of November, 2003.

GENERAL PARTNER:

St. Andrews GP, LLC, a Florida limited liability company

By: 
Richard J. Mazook,
Authorized Representative

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AFFIDAVIT OF CAPITAL
ST. ANDREWS HOLDINGS, LTD.

The undersigned, constituting the sole general partner of St. Andrews Holdings, Ltd., certifies as follows:

The amount of capital contributions to date of the limited partners is \$5,000.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$7,000.00.

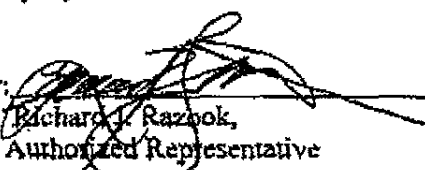
Executed this 20th day of November, 2003.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

GENERAL PARTNER:

St. Andrews GP, LLC, a Florida limited liability company

By: 
Richard J. Razbok,
Authorized Representative

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TALLAHASSEE, FLORIDA

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ACCEPTANCE BY REGISTERED AGENT**ST. ANDREWS HOLDINGS, LTD.**

Having been named to accept service of process for the above stated limited partnership, at the place designated in the above Certificate of Limited Partnership, Corporation Service Company agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties. Corporation Service Company is familiar with and accepts the obligations of a registered agent.

Corporation Service Company

By: Laura R. Dunlap

Authorized Signatory

Laura R. Dunlap
as its agentDate: NOV. 20, 2003

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TALLAHASSEE, FLORIDA