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Florida Department of State  
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To: Division of Corporations  
Fax Number : (850) 922-4003

From: Account Name : SCOTT A. ELK, P.A.  
Account Number : I19980000040  
Phone : (561) 368-8800  
Fax Number : (561) 394-3699

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TALLAHASSEE, FLORIDA

**FLORIDA LIMITED PARTNERSHIP**

**Broken Sound Plaza, Ltd.**

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$148.75

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**CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

**BROKEN SOUND PLAZA, LTD.**

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole General Partner of Broken Sound Plaza, Ltd., a Florida limited partnership (the "Partnership"), does hereby execute and submit for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:

Broken Sound Plaza, Ltd.

2. The office and principal place of business for the Partnership currently is:

791 Park of Commerce Drive  
Boca Raton, Florida 33487

3. The name and address of the agent for service of process on the Partnership is:

Scott A. Elk, P.A.  
Elk, Bankier, Palmer & Christu  
4800 North Federal Highway, Suite 200-E  
Boca Raton, FL 33431

4. The name and address of the General Partner of the Partnership is:

Broken Sound Associates, LLC  
791 Park of Commerce Drive  
Boca Raton, Florida 33487

L-6525

5. The mailing address of the Partnership is:

791 Park of Commerce Drive  
Boca Raton, Florida 33487.

6. The latest date upon which the Partnership shall dissolve is December 31, 2050.

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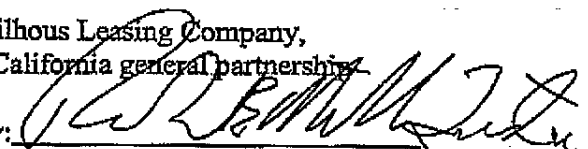
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IN WITNESS WHEREOF, the undersigned has signed this Certificate of Partnership as General Partner pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: June 28<sup>th</sup>, 2000

BROKEN SOUND ASSOCIATES, LLC a  
Florida limited liability company

By: Milhous Leasing Company,  
a California general partnership

By:   
ROBERT E. MILHOUS, Trustee  
of the Second Amendment  
and Restatement in Total of  
the Robert E. Milhous Trust  
dated March 11, 1988,  
General Partner

#### ACCEPTANCE OF APPOINTMENT OF AGENT

Scott A. Elk, P.A. hereby accepts its appointment as registered agent for BROKEN SOUND PLAZA, LTD., a Florida limited partnership and states that it is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

BY:   
SCOTT A. ELK, P.A.

DATED: June 28<sup>th</sup>, 2000

FAUSERS SAE/MILHOUSE/BrokenSound/crdp.agr

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## AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA )  
 )SS:  
 COUNTY OF Palm Beach )

BEFORE ME, the undersigned authority, personally appeared Robert E. Milhous, Trustee of the Second Amendment and Restatement in Total of the Robert E. Milhous Trust dated March 11, 1988, as General Partner of Milhous Leasing Company, a California limited partnership, as sole managing member of Broken Sound Associates, LLC, a Florida limited liability company, as the sole general partner of Broken Sound Plaza, Ltd., a Florida limited partnership (the "Partnership"), who states as follows:

1. The aggregate capital contributions made by the Limited Partners of the Partnership to the Partnership is \$1,000.00
2. It is anticipated that the Limited Partners will not make additional contributions to the capital of the Partnership.

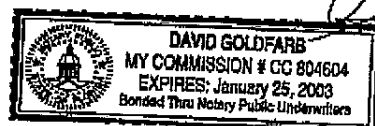
By: Milhous Leasing Company,  
 a California general partnership

By: [Signature]  
 ROBERT E. MILHOUS, Trustee  
 of the Second Amendment  
 and Restatement in Total of  
 the Robert E. Milhous Trust  
 dated March 11, 1988,  
 General Partner

STATE OF FLORIDA )  
 )  
 COUNTY OF Palm Beach )

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of June, 2000, by Robert E. Milhous, Trustee of the Second Amendment and Restatement in Total of the Robert E. Milhous Trust dated March 11, 1988, as General Partner of Milhous Leasing Company, a California limited partnership, as sole managing member of Broken Sound Associates, LLC, a Florida limited liability company, as the sole general partner of Broken Sound Plaza Limited Partnership, a Florida limited partnership (the "Partnership"), who is personally known to me or has produced a driver's license as and who did (did not) take an oath.

My Commission Expires:  
 My Commission No.:



NOTARY PUBLIC

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