

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : BILZIN, SUMBERG DUNN PRICE & AXELROD LLP
Account Number : 075350000132
Phone : (305) 374-7580
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AL

FLORIDA LIMITED PARTNERSHIP
PROFESSIONAL COURSE MANAGEMENT IV, LTD.

RECEIVED
00 DEC 21 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Status	1
Certified Copy	1
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P. 002

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P. 02

FAX AUDIT NO.: HO- 664771

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
PROFESSIONAL COURSE MANAGEMENT IV, 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 Professional Course Management IV, Ltd., a Florida Limited Partnership (the "Limited Partnership").

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

12000 Biscayne Boulevard
Suite 810
Miami, FL 33181.

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:

Professional Course Management IV, Inc.
12000 Biscayne Boulevard
Suite 810
Miami, FL 33181.

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

Professional Course Management IV, Inc.
12000 Biscayne Boulevard
Suite 810
Miami, FL 33181.

5. The mailing address for the Limited Partnership is:

12000 Biscayne Boulevard
Suite 810
Miami, FL 33181.

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

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P.03

FAX: AUDIT NO.: HO- 664771

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 _____ day of December, 2000.

Professional Course Management IV, Inc., a
Florida corporation

By:

Thomas K. Ireland, Vice President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, as Vice President and on behalf of Professional Course Management IV, Inc., a Florida corporation (the "Corporation"), which has been designated as registered agent for Professional Course Management IV, Ltd., a Florida limited partnership (the "Limited Partnership"), in the foregoing Certificate of Limited Partnership of the Limited Partnership, hereby agrees that the Corporation will accept service of process for and on behalf of the Limited Partnership and that the Corporation will comply with any and all laws, including, without limitation, Section 620.192, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated: December 19th, 2000.

Professional Course Management IV, Inc., a
Florida corporation

By:

Thomas K. Ireland, Vice President

FAX AUDIT NO.: HO-664771

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P. 04

FAX AUDIT NO.: HO- 664771

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

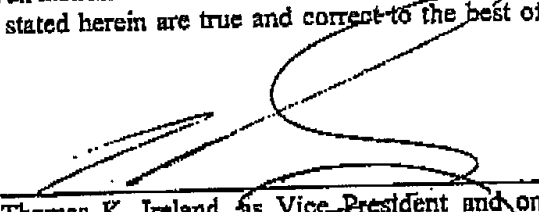
BEFORE ME, the undersigned authority, a notary public authorized to administer oaths and to take acknowledgments in and for the State and County aforesaid, personally appeared Thomas K. Ireland, as Vice President of Professional Course Management IV, Inc., a Florida corporation (the "Corporation"), which corporation is the sole general partner of Professional Course Management IV, Ltd., a Florida limited partnership (the "Limited Partnership"), who, after first being duly sworn on oath, deposes and says as follows on behalf of the Corporation:

1. Affiant is the Vice 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 \$100.00 in capital contributions anticipated to be contributed to the Limited Partnership by its 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 SAYS NAUGHT.


Thomas K. Ireland, as Vice President and on behalf of Professional Course Management IV, Inc., a Florida corporation

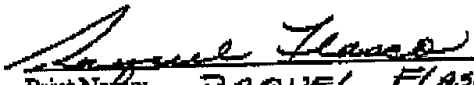
THE FOREGOING INSTRUMENT was acknowledged, sworn to and subscribed before me this 19th day of December, 2000, by Thomas K. Ireland, as Vice President and on behalf of Professional Course Management IV, Inc., a Florida corporation, on behalf of such corporation; said individual has produced a _____ as identification or is personally known to me.

My Commission Expires:

[NOTARIAL SEAL]



Raquel Flasco
MY COMMISSION # CC685245 EXPIRES
September 23, 2001
BONDED THROUGH FARM INSURANCE, INC.


Print Name: RAQUEL FLASCO
NOTARY PUBLIC, State of Florida
Serial No., if any: _____