

W. RODGERS MOORE, P.A.

ATTORNEY AT LAW

A01000000202

2424 N. FEDERAL HIGHWAY
SUITE 160
BOCA RATON, FLORIDA 33431

PHONE
(561) 394-7910

FAX
(561) 393-6541

DIRECT DIAL
(561) 394-7944

MAILING ADDRESS:
P.O. BOX 7073
BOCA RATON, FLORIDA 33431

EMAIL
wrmoorelaw@aol.com

February 5, 2001

Secretary of State
409 E. Gaines Street
Tallahassee, Florida 32314
Attn: Filing Department

Re: Sebastian Resources 400 Limited Partnership

Dear Sir or Madam:

100003656001--8
-02/07/01--01055--001
***1785.00 ***1785.00

Enclosed and filed herewith are the original and one copy of the Certificate of Limited Partnership and Affidavit of Capital Contributions for Florida Limited Partnership for the above captioned company.

Please acknowledge receipt on the enclosed copy and return it to me in the enclosed self-addressed, pre-paid envelope provided, together with the notice of document number.

Also enclosed is our check in the amount of \$1,785.00 as the required fee for filing and certification.

Very truly yours,

W. RODGERS MOORE, P.A.

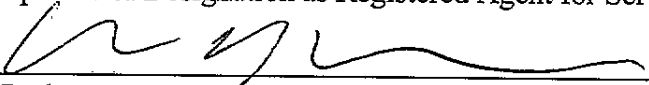

Allison Edwards, Esq.

Enclosures

C:\My Documents\Pandanus 400, LLC\Sebastian Resources LP\Sec of State.doc

FILED
01 FEB -7 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

1. Name of Limited Partnership: Sebastian Resources 400 Limited Partnership.
2. Address of Limited Partnership: 700 N.E. 7th Avenue, Unit 4, Fort Lauderdale, Florida 33304.
3. Name of Registered Agent: W. Rodgers Moore, P.A..
4. Florida Address of Registered Agent: 2424 N. Federal Highway, Suite 160, Boca Raton, Florida 33431.
5. Acceptance of Designation as Registered Agent for Service of Process:


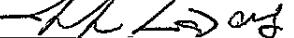
W. Rodgers Moore, P.A., Registered Agent (Signature)
6. Mailing Address of Limited Partnership: 700 N.E. 7th Avenue, Unit 4, Fort Lauderdale, Florida 33304.
7. The Latest Date upon which the Limited Partnership is to be Dissolved: January 1, 2050.
8. Name(s) of General Partner(s):
Pandanus 400, LLC.
299-5479
- Street Address:
700 N.E. 7th Avenue
Unit 4
Fort Lauderdale, FL 33304

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 15th day of December, 2000.

Signature of all General Partners:

General Partner
PANDANUS 400, LLC

By: 

John S. Copanos, Manager

FILED
01 FEB - 7 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of Sebastian Resources 400 Limited Partnership, a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$1,329,750.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,329,750.00.

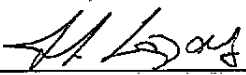
Signed this 15th day of December, 2000.

FURTHER AFFLIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signature of all General Partners:

General Partner
PANDANUS 400, LLC

By: 
John S. Copanos, Manager

FILED
01 FEB -7 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA