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FLORIDA LIMITED PARTNERSHIP

SD Financial and Real Estate Ventures Limited Partne

Certificate of Status	0
Certified Copy	0
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SD FINANCIAL AND REAL ESTATE VENTURES LIMITED PARTNERSHIP,
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 SD FINANCIAL AND REAL ESTATE VENTURES LIMITED PARTNERSHIP (the "Partnership").

2. The address of the office of the Partnership is 7390 Sarimento Place, Delray Beach, Florida 33446.

3. The name and address of the agent for service of process on the Partnership is SD Financial and Real Estate Ventures, LLC, 7390 Sarimento Place, Delray Beach, Florida 33446.

4. The name and business address of each general partner is as follows:

SD Financial and Real Estate Ventures, LLC
7390 Sarimento Place, Delray Beach, Florida 33446

5. The mailing address of the Partnership is 7390 Sarimento Place, Delray Beach Florida 33446.

6. The latest date upon which the Partnership will dissolve is December 31, 2060.

The execution of this certificate 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 sole General Partner of SD FINANCIAL AND REAL ESTATE VENTURES LIMITED PARTNERSHIP this 24th day of August, 2001.

GENERAL PARTNER:

SD FINANCIAL AND REAL ESTATE VENTURES, LLC, a Florida limited liability company

By: Sandra S. Diner
Sandra S. Diner, Manager

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for SD FINANCIAL AND REAL ESTATE VENTURES LIMITED PARTNERSHIP, a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned limited liability company, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

SD FINANCIAL AND REAL ESTATE VENTURES, LLC, a Florida limited liability company

By: Sandra S. Diner
Sandra S. Diner, Manager

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting the sole general partner of SD FINANCIAL AND REAL ESTATE VENTURES LIMITED PARTNERSHIP, a Florida limited partnership, certifies as follows:

FIRST: The amount of capital contributions to date of the limited partners is \$100.

SECOND: The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$7,500.

Executed this 24th day of August, 2001.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER:

SD FINANCIAL AND REAL ESTATE VENTURES, LLC, a Florida limited liability company

By: Sandra S. Diner
Sandra S. Diner, Manager

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