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FLORIDA LIMITED PARTNERSHIP

Southern Golf Partners, LP

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$1,067.50

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CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned general partner represents that it has formed a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (the "Act"), and that it has executed this Certificate of Limited Partnership pursuant to the foregoing Act and states herein as follows:

I. Name

The name of the limited partnership is **Southern Golf Partners, LP.**

II. Records of the Partnership

The address of the office in Florida at which place the records of the partnership shall be maintained is as follows:

4370 Nautilus Drive
Miami Beach, FL 33140

III. Registered Agent

The address of the registered office of the partnership and the name of the registered agent for service of process located at that office is as follows:

Lewis G. Gordon
4370 Nautilus Drive
Miami Beach, FL 33140

IV. General Partner

The name and business address of the general partner of the partnership is as follows:

SGP, Inc. **Pol-5311**
P.O. Box 50401
Henderson, NV 89016

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V. Mailing Address

The mailing address of the partnership is as follows:

4370 Nautilus Drive
Miami Beach, FL 33140

VI. Dissolution

The partnership is to have perpetual existence unless earlier terminated pursuant to the limited partnership agreement.

WHEREFORE, the undersigned general partner of the partnership, has executed this Certificate of Limited Partnership on October 9, 2001.

SGP, Inc.
a Nevada corporation,
as general partner

By: 
Name: Lewis G. Gordon
Title: President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting the general partner of Southern Golf Partners, LP, a Florida limited partnership, certifies:

The amount of capital contributions to date of the limited partners is \$10.00.

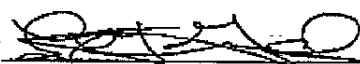
The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$140,000.00.

Further affiant 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.

Dated this 9th day of October, 2001.

SGP, Inc.
a Nevada corporation,
as general partner

By: 

Name: Lewis G. Gordon

Title: President

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LIMITED PARTNERSHIP REGISTERED AGENT DESIGNATION

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 620.105, Florida Statutes, the following is submitted:

Southern Golf Partners, LP, with its place of business at 4370 Nautilus Drive, Miami Beach, FL 33140, has named **Lewis G. Gordon** at 4370 Nautilus Drive, Miami Beach, FL 33140, as its agent to accept service of process within Florida.

SGP, Inc.
a Nevada corporation,
as general partner

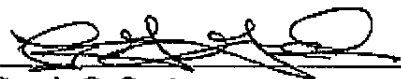
By: 
Name: Lewis G. Gordon
Title: President

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Having been named to accept Service of Process for the above stated limited partnership at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, and the undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and accepts the duties and obligations of section 620.192, Florida Statutes.

Dated this 9th day of October, 2001.


Lewis G. Gordon