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AMARI & THERIAC P.A.

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Reply to: Cocoa Post Office Box

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Of Counsel
Mary E. Lytle, P.A.

December 27, 2001

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: TAOS PROPERTIES, LLLP
Reference Number: W01000027174

Dear Sir or Madam:

Enclosed for filing is the original and one copy of the proposed Certificate of Limited Partnership for the above named limited partnership, Affidavit of Capital Contribution, Statement of Qualification as a LLLP; and Acceptance of Registered Agent. Also enclosed is a copy of your letter dated December 2001 notifying us that the name "ERNST Family Partnership, LLLP" was unavailable.

After these documents have been filed, please return a certified copy to the undersigned at the post office box noted above. If you have any questions concerning the foregoing, please call.

Sincerely,

David M. Presnick
David M. Presnick

Enclosures
cc: TAOS PROPERTIES, LLLP (w/o enc)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A01-1709
OK

CERTIFICATE OF LIMITED PARTNERSHIP
OF
TAOS PROPERTIES, LLLP

The undersigned, desiring to form a limited partnership in accordance with the Florida Revised Uniform Limited Partnership Act and being duly sworn does certify as follows:

1. The name of the limited partnership is:

TAOS PROPERTIES, LLLP

2. The business address of the limited partnership is:

600 North Ocean Boulevard, Deerfield Beach, Florida 33441

3. The name of the Registered Agent of the limited partnership is:

Gerald E. Schmidt

4. The Florida street address of the Registered Agent for Service of Process is:

600 North Ocean Boulevard, Deerfield Beach, Florida 33441

5. By signing here I agree to accept designation as
Registered Agent for Service of Process.



6. The mailing address of the limited partnership is:

600 North Ocean Boulevard, Deerfield Beach, Florida 33441

7. The latest date upon which the limited partnership is to be dissolved is:

December 31, 2031.

8. Names and addresses of the general partners:

Gerald E. Schmidt, Co-Trustee
Rebecca W. Schmidt, Co-Trustee
600 North Ocean Boulevard, Deerfield Beach, Florida 33441

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TALLAHASSEE, FLORIDA

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

Signed this 8th day of November, 2001.

GENERAL PARTNERS:

**GERALD E. SCHMIDT NOVEMBER 8, 2001
TRUST**

By 
GERALD E. SCHMIDT, CO-TRUSTEE

By 
REBECCA W. SCHMIDT, CO-TRUSTEE

**REBECCA W. SCHMIDT NOVEMBER 8, 2001
TRUST**

By 
REBECCA W. SCHMIDT, CO-TRUSTEE

By 
GERALD E. SCHMIDT, CO-TRUSTEE

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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTION

The undersigned, being the co-trustees of the **GERALD E. SCHMIDT NOVEMBER 8, 2001 TRUST**, which is one of the General Partner of the **TAOS PROPERTIES, LLLP**;

a Florida limited liability limited partnership, hereby certify that the limited partners of the Partnership will be contributing certain property to the Partnership, the value of which is Five Thousand and No/100 Dollars (\$5,000.00). A total capital contribution of Ten Million Dollars and No/100 Dollars (\$10,000,000.00) is anticipated.

Signed this 8th day of November, 2001.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

GERALD E. SCHMIDT NOVEMBER 8, 2001 TRUST

By 
GERALD E. SCHMIDT, CO-TRUSTEE

By 
REBECCA W. SCHMIDT, CO-TRUSTEE

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