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LISA BRADEN, P.A.
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December 26, 2001

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Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: Certificate of Limited Partnership AND
Affidavit Regarding Contributions to the
ELLERIN PARTNERSHIP, LTD.

Dear Sirs:

Enclosed please find an original and one copy of the Certificate of Limited Partnership and Affidavit Regarding Contributions for the above-captioned partnership. A check in the amount of \$1,837.50 made payable to your order is enclosed which represents \$1,750.00 filing fee; registered agent designation fee of \$35.00 and \$52.50 for a certified copy.

Please forward the certified copy to the undersigned at the above address.

Thank you for your cooperation in this matter.

Sincerely yours,

Lisa Braden

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

ELLERIN PARTNERSHIP, LTD.

The undersigned general partners do hereby sign and swear to this Certificate of Limited Partnership and pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986) desire to form a limited partnership under the following terms and conditions.

ARTICLE I - NAME OF LIMITED PARTNERSHIP

The name of this limited partnership, hereinafter called the "limited partnership", shall be the "ELLERIN PARTNERSHIP, LTD".

ARTICLE II - GENERAL CHARACTER OF BUSINESS

The general character of the business to be transacted by this limited partnership shall be:

A. To engage generally in the ownership, improvement, development, encumbering, management, leasing, sale, financing, of real property, securities and commodities.

B. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this limited partnership enumerated in this Certificate of Limited Partnership, or any amendment thereof, necessary or incidental to the protection and benefit of this limited partnership; and in general, either alone or in association with other partnerships, corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the furtherance of such purposes or objects of this limited partnership.

C. It is intended that this limited partnership may conduct and transact any

business lawfully authorized and not prohibited by Chapter 620, Florida Statutes, as the same may be from time to time amended.

ARTICLE III - LOCATION OF PRINCIPAL PLACE OF BUSINESS

The initial street address of the principal place of business of this limited partnership shall be 3075 Hampton Place, Boca Raton, Florida 33434. The designated agent for service of process shall be Lisa Braden, whose address is 4623 Forest Hill Blvd., Ste. 111, West Palm Beach, Florida 33415. The general partner of this limited partnership is Charles Ellerin and John Siebert, as Trustees of the CHARLES ELLERIN REVOCABLE TRUST Dated July 12, 2001, whose address is 3075 Hampton Place, Boca Raton, Florida 33434. The mailing address for the limited partnership shall be the same as the business address.

ARTICLE IV - TERM OF EXISTENCE

The limited partnership existence shall commence as of the date on which this Certificate of Limited Partnership is filed with the necessary filing fee with the Florida Department of State and shall continue until terminated by the earliest to occur of the following events:

- a. The retirement, death or disability of the general partner unless the general partner's total interest in the partnership is purchased by one or more limited partners and all of the remaining limited partners consent to the continuation of the partnership and the substitution of a new general partner or partners. Said consent to continue the limited partnership must be given in writing to all of the limited partners within ninety (90) days of the retirement, death or disability of the general partner;
- b. The bankruptcy of CHARLES ELLERIN unless the business is continued by the

consent of the remaining limited partners and said consent to continue the limited partnership must be given in writing to all of the limited partners within ninety (90) days of the petition in bankruptcy being filed in the Federal District Court by the bankrupt general partners;

c. The written agreement of the general partner and all of the limited partners to dissolve the partnership;

d. Subject to the other provisions of this ARTICLE IV, the occurrence of any event which would dissolve the limited partnership under the laws of the State of Florida.

ARTICLE V - INITIAL CONTRIBUTION OF PROPERTY

The initial capital contribution of cash and agreed fair market value of other property to the limited partnership by the general partner and limited partners shall be as provided on the affidavit filed with the Certificate of Limited Partnership.

ARTICLE VI - RIGHT TO ADMIT ADDITIONAL LIMITED PARTNERS

The general partner may admit additional limited partners to the limited partnership, provided however, that the addition of a new limited partner shall only entitle said new limited partner to share in the limited partnership in the same percentage as his contribution bears to the total net worth of the limited partnership on the date he becomes a limited partner.

ARTICLE VII - RESTRICTION ON SALE OR TRANSFER OF PARTNERSHIP INTEREST

The general partner and the limited partners have executed on the same date that this Certificate of Limited Partnership is executed a Limited Partnership Agreement which imposes restrictions on a general partner or limited partner selling, assigning, pledging or transferring his interest in the limited partnership.

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CLERK OF DISTRICT COURT
FALLS CHURCH, VIRGINIA

Subject to the restrictions contained in said limited partnership agreement, the limited partners shall have the right to sell, assign, pledge, transfer, or otherwise dispose of their interest in the limited partnership.

IN WITNESS WHEREOF, the general partner has executed this document on this 29th day of December, 2001, in the City of West Palm Beach, Florida.

Witnesses:

Kita BO
[Signature]

GENERAL PARTNER:

[Signature]
Charles Ellerin, as a Trustee of the
CHARLES ELLERIN REVOCABLE
TRUST Dated July 12, 2001

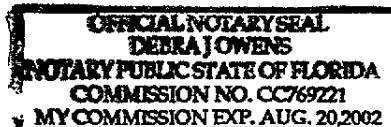
State of Florida)
) ss.
County of Palm Beach)

On this 29th day of December, 2001, before me, the undersigned authority, personally appeared Charles Ellerin, as Trustee of the CHARLES ELLERIN REVOCABLE TRUST Dated July 12, 2001, who

☒ is personally known to me or
☐ presented his driver's license number _____ issued by the State of Florida as his personal identification and sworn to and acknowledged that he subscribed the said instrument for the uses and purposes set forth therein.

Witness my hand and official seal in the County and State last aforesaid on the date aforesaid.

My Commission Expires:



[Signature]
Notary Public

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DEBRA J OWENS
NOTARY PUBLIC
WEST PALM BEACH, FLORIDA

Witnesses:

Kate Ann

Chriselle C. Brooks

GENERAL PARTNER:

John Siebert

John Siebert, as a Trustee of the
CHARLES ELLERIN REVOCABLE
TRUST Dated July 12, 2001

State of California)

County of San Bernardino) ss.

On this 24 day of December, 2001, before me, the undersigned authority, personally appeared John Siebert, as Trustee of the CHARLES ELLERIN REVOCABLE TRUST Dated July 12, 2001, who

() is personally known to me or
(X) presented his driver's license number 5K546330148-0 issued by the State of California as his personal identification and sworn to and acknowledged that he subscribed the said instrument for the uses and purposes set forth therein.

Witness my hand and official seal in the County and State last aforesaid on the date aforesaid.

Jo Ann Petersen

Notary Public

** JO ANN PETERSEN **
** COMMISSION # 1297438 **
** NOTARY PUBLIC-CALIFORNIA **
** SAN BERNARDINO COUNTY **
** My Commission Expires April 13, 2005 **

My Commission Expires:

April 15 2005

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned does hereby accept her appointment as registered agent on whom process may be served within the State of Florida for the ELLERIN PARTNERSHIP, LTD.

Lisa Braden
LISA BRADEN

AFFIDAVIT REGARDING CONTRIBUTIONS

TO THE

ELLERIN PARTNERSHIP, LTD.

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

Before the undersigned authority, personally appeared Charles Ellerin and John Siebert as Trustees, of the CHARLES ELLERIN REVOCABLE TRUST Dated July 12, 2001, as General Partner, being first duly sworn, depose and say under oath that the initial contribution of property and cash to the ELLERIN PARTNERSHIP, LTD., by the limited partners are as follows:

GENERAL PARTNER

CONTRIBUTION

Charles Ellerin and John Siebert, as
Trustees of the CHARLES ELLERIN
REVOCABLE TRUST Dated 7/12/01

\$ 10,000.00

LIMITED PARTNER

CONTRIBUTION

Charles Ellerin and John Siebert, as
Trustees of the CHARLES ELLERIN
REVOCABLE TRUST Dated 7/12/01

\$ 10,500,000.00

Robert Griffith, as Trustee of the
CHARLES ELLERIN GIFT GIVING TRUST
Dated 10/19/94

\$ 10,000.00

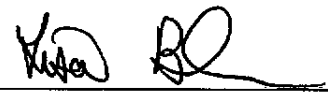

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CLERK OF DISTRICT COURT
PALM BEACH, FLORIDA


Further, no additional contributions of cash or property shall be required of the general or limited partners.

IN WITNESS WHEREOF, the general partners have executed this document on the dated reflected below.

Witnesses:

GENERAL PARTNER:


CHARLES ELLERIN, as Trustee
of the CHARLES ELLERIN
REVOCABLE TRUST Dated
July 12, 2001

STATE OF FLORIDA)
COUNTY OF Palm Beach)

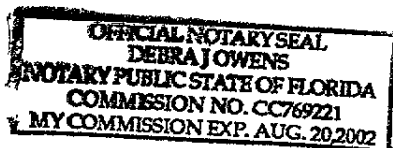
On this 29th day of December, 2001, before me, the undersigned authority, personally appeared CHARLES ELLERIN, as Trustee of the CHARLES ELLERIN REVOCABLE TRUST Dated July 12, 2001, being a general partner of ELLERIN PARTNERSHIP, LTD., who

☒ is personally known to me or

☐ presented his driver's license number _____ issued by the State of Florida, as his personal identification

and who executed the foregoing Affidavit Regarding Contributions and sworn to and acknowledged that he subscribed the said instrument for the uses and purposes set forth therein.

Witness my hand and official seal in the County and State last aforesaid on the date aforesaid.



Debra J. Owens
Notary Public
State of

My Commission Expires:

Witnesses:

GENERAL PARTNER:

Katrina Owens

Christelle E. Brooks

John Siebert

JOHN SIEBERT, as Trustee
of the CHARLES ELLERIN
REVOCABLE TRUST Dated
July 12, 2001

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ALLAMANCE INCORPORATIONS
ALLAMANCE, FLORIDA

STATE OF California

COUNTY OF San Bernardino

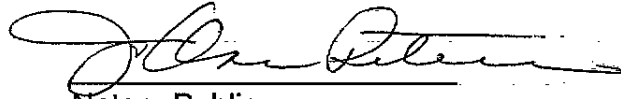
On this 29th day of December, 2001, before me, the undersigned authority, personally appeared JOHN SIEBERT, as Trustee of the CHARLES ELLERIN REVOCABLE TRUST Dated July 12, 2001, being a general partner of ELLERIN PARTNERSHIP, LTD., who

☐ is personally known to me or

☒ presented his driver's license number S163463301480 issued by the State

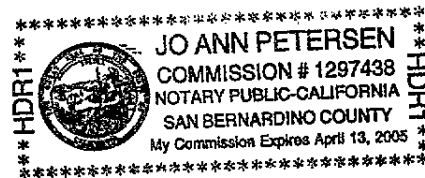
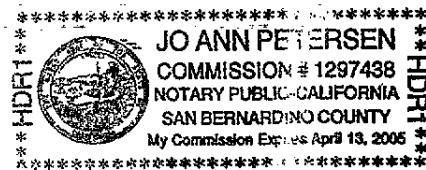
of Glenn de Mi, as his personal identification
and who executed the foregoing Affidavit Regarding Contribution and sworn to and
acknowledged that he subscribed the said instrument for the uses and purposes set forth
therein.

Witness my hand and official seal in the County and State last aforesaid on the date
aforesaid.


Notary Public
State of

My Commission Expires:

April 13 2005



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DELOACH & ASSOCIATES
FALLBASS, FLORIDA