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From:
Account Name : FIELDSTONE LESTER SHEAR & DENBERG
Account Number : I19990000180
Phone : (305) 357-5775
Fax Number : (305) 357-5534

AL

FLORIDA LIMITED PARTNERSHIP

SANTA ELENA HOLDINGS, LTD.

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|-----------------------|----------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
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DIVISION OF CORPORATION

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SANTA ELENA HOLDINGS, LTD.**

This Certificate of Limited Partnership is prepared and filed in order to form a limited partnership in accordance with Section 620.108, Florida Statutes.

1. The name of the limited partnership is Santa Elena Holdings, Ltd.
2. The address of the office and the name and address of the agent for service of process on the limited partnership is:

Ronald R. Fieldstone
201 Alhambra Circle, Suite 601
Coral Gables, FL 33134

3. The name and business address of the sole general partner is:

Santa Elena Management, LLC *102-4375*
c/o Ronald R. Fieldstone
Fieldstone Lester Shear and Denberg
201 Alhambra Circle, Suite 601
Coral Gables, FL 33134

4. The mailing address for the limited partnership is:

c/o Ronald Fieldstone
Fieldstone Lester Shear and Denberg
201 Alhambra Circle, Suite 601
Coral Gables, FL 33134

5. The term of the limited partnership shall commence upon the filing of this Certificate with the Florida Department of State, and the latest date upon which the limited partnership is to dissolve is December 31, 2040.

The undersigned general partner has executed this Certificate of Limited Partnership this 22 day of FEBRUARY, 2002.

GENERAL PARTNER:

Santa Elena Management, LLC, a Florida
limited liability company

By: 

Dominic Cavagnuolo, Member

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The undersigned accepts the foregoing designation as the agent for service of process on Santa Elena Holdings, Ltd., and agrees to act in that capacity.



Ronald R. Fieldstone

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA

§

SS

COUNTY OF MIAMI-DADE

§

§

The undersigned, Dominic Cavagnuolo, as Member of the sole general partner of Santa Elena Holdings, Ltd., a Florida limited partnership, being first duly sworn on oath, deposes and says:

1. That he is a Member of Santa Elena Management, LLC, a Florida limited liability company, and in that capacity has full authority to sign this Affidavit on behalf of the limited liability company.

2. That Santa Elena Management, LLC is the sole general partner of Santa Elena Holdings, Ltd., Florida limited partnership.

3. That the amount of the capital contributions of the limited partner and the total amount anticipated to be contributed by the limited partner at this time is \$1,000.00.

FURTHER AFFIANT SAYETH NOT.

GENERAL PARTNER:

Santa Elena Management, LLC, a Florida limited liability company

By: 

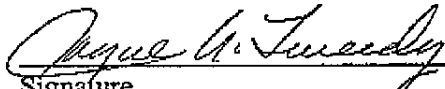
Dominic Cavagnuolo, Member

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STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority personally appeared Dominic Cavagnuolo, as Member of Santa Elena Management, LLC, a Florida limited liability company, who is personally known to me or who has produced _____ as identification and who did take an oath, acknowledged before me that he executed the foregoing instrument for the purposes herein expressed.

WITNESS MY HAND and official seal at Miami-Dade County, Florida, this 22nd day of FEBRUARY, 2001.


Signature _____
OFFICIAL NOTARY SEAL
JOYCE A TWEEDY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC755798
MY COMMISSION EXP. JULY 27, 2002
Print (Notary's Name) _____
Notary Public, State of Florida

Notarial Seal:

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