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From: Account Name : GREENBERG TRAURIG (ORLANDO)
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DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP

C/MAX CAPITAL LIMITED PARTNERSHIP - V

Name Availability	
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Tc
\$1,800,000.00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 31, 2002

GREENBERG TRAURIG (ORLANDO)

SUBJECT: C/MAX CAPITAL LIMITED PARTNERSHIP - V
REF: W02000015750

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The money in your account is insufficient to cover the cost of filing this document. Please send additional money to cover this particular filing and other filings you wish to process.

Based on the contributions of \$1,800,000.00, we will need a total fee of \$1,837.50.

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Diane Cushing
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
C/MAX CAPITAL LIMITED PARTNERSHIP - V**

THE UNDERSIGNED, constituting the sole general partner of C/MAX CAPITAL LIMITED PARTNERSHIP - V (the "Partnership"), does hereby submit the following information in accordance with the Florida Revised Limited Partnership Act (1986) to make public the information of the Partnership:

1. **Name:** The name of the Partnership shall be:

C/MAX CAPITAL LIMITED PARTNERSHIP - V

2. **Registered Agent:** The Registered Agent and Registered Office of Partnership in the State of Florida is:

Name: Kevin Watson
Address: 515 East Las Olas Boulevard, Suite 1020
Fort Lauderdale, Florida 33301

The Acceptance of Appointment of Registered Agent:

Having been named the statutory registered agent of C/MAX CAPITAL LIMITED PARTNERSHIP - V at the place designated in this Certificate of Limited Partnership of C/MAX CAPITAL LIMITED PARTNERSHIP - V, I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by §620.192 of the Florida Statutes and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.



Kevin Watson, Registered Agent

3. **General Partner:** The name and address of the general partner of the Partnership is:

C/MAX CAPITAL GP - V, LLC
515 East Las Olas Boulevard, Suite 1020
Fort Lauderdale, Florida 33301

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4. **Partnership Address:** The office and mailing address for the Partnership shall be: 515 East Las Olas Boulevard, Suite 1020, Fort Lauderdale, Florida 33301

5. **Dissolution:** The latest date upon which the Partnership will dissolve is December 31, 2052.

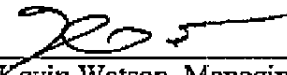
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IN WITNESS WHEREOF, the undersigned does hereby execute this Certificate of Limited Partnership and attach an Affidavit declaring the amount of the capital contribution of the limited partners and the anticipated amount to be contributed by the limited partners.

**C/MAX CAPITAL GP - V, LLC, a
Florida limited liability company, as
general partner**

By: 
Kevin Watson, Managing Member

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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, general partner of **C/MAX CAPITAL LIMITED PARTNERSHIP - V**, a Florida limited partnership, hereinafter referred to as the "Partnership", who upon being sworn, certify as follows:

1. The amount of capital contributions of the limited partners contributed to date is \$ zero.

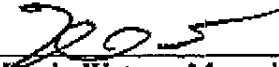
2. The total amount contributed to date and anticipated to be contributed to the capital of the limited partners is \$1,800,000.

Dated this 29 day of May, 2002.

FURTHER AFFIANT SAYETH NOT.

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

C/MAX CAPITAL GP - V, LLC, a
Florida limited liability company, as
general partner

By: 
Kevin Watson, Managing Member

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WRITTEN CONSENT GRANTING APPROVAL FOR USE OF NAME

C-MAX CAPITAL CORPORATION, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), does hereby grant permission and approve the filing of the Certificate of Limited Partnership for the following limited partnership: C/MAX CAPITAL LIMITED PARTNERSHIP - V, a Florida limited partnership.

The undersigned have executed this Written Consent Granting Approval for Use of Name on behalf of the Corporation this 7 day of May, 2002.

C-MAX CAPITAL CORPORATION

By: [Signature]
Name: KEVIN WATSON
Title: VCE PRESIDENT

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