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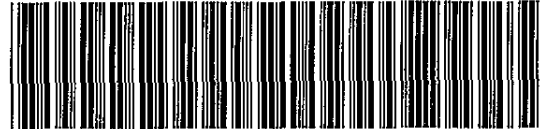
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CAPITAL CONNECTION, INC.

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St. Johns Phase 2 Ventures Ltd.

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Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
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Fictitious Owner Search _____
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**STATEMENT OF QUALIFICATION FOR
FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP OF
ST. JOHNS PHASE 2 VENTURES LTD.**

1. The name of the limited partnership as identified in the records of the Florida Department of State is St. Johns Phase 2 Ventures Ltd. Attached hereto is a copy of the limited partnership's Certificate of Limited Partnership, affidavit of capital contributions and applicable limited partnership filing fees.

2. The limited partnership adopts the suffix "LLLP" and, upon the filing of this Statement of Qualification, the name of this entity shall be St. Johns Phase 2 Ventures LLLP.

3. The street address of the limited partnership's principal office in Florida and its chief executive office is:

115 N.W. 167 Street, #300
North Miami Beach, Florida 33169.

4. The limited partnership hereby elects to be a limited liability limited partnership.

5. The effective date of this filing shall be as of the date that this document is filed with the Florida Secretary of State.

6. The name and Florida street address of the limited partnership's agent for service of process required to be maintained pursuant to Section 620.105, Florida Statutes, as amended, are:

Granvil M. Tracy
115 N.W. 167 Street, #300
North Miami Beach, Florida 33169.

The execution of this statement as a partner constitutes an affirmation under the penalty of perjury that the facts stated herein are true.

Signed this ____ day of February, 2003.

GENERAL PARTNER:

St. Johns Phase 2 Executive LLC, a Florida
limited liability company

By: 
Granvil M. Tracy, Manager

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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