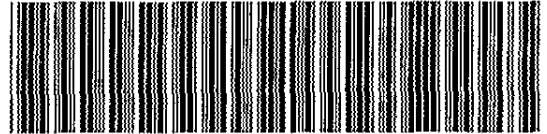


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UCC 11 Retrieval _____
Courier _____

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
ST. JOHNS PHASE 1 MANAGEMENT LTD.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited partnership in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, as set forth in Sections 620.101 to 620.192, Florida Statutes, as amended, hereby states as follows:

1. The name of the limited partnership is St. Johns Phase 1 Management Ltd., a Florida limited partnership (the "Limited Partnership").

2. The address of the registered office of the Limited Partnership is:

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

3. The name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, as amended, are:

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

4. The name and business address of the sole general partner of the Limited Partnership are:

St. Johns Phase 1 Executive LLC, L03000005328
a Florida limited liability company
115 N.W. 167 Street, #300
North Miami Beach, Florida 33169.

5. The mailing address for the Limited Partnership is:

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

6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2053.

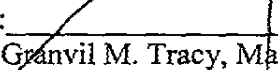
The execution of this Certificate of Limited Partnership on behalf of the undersigned sole general partner constitutes an affirmation that the facts stated herein are true.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed in the name and on behalf of the sole general partner of the Limited Partnership as of the ____ day of February, 2003.

GENERAL PARTNER:


St. Johns Phase 1 Executive LLC, a Florida limited liability company

By: 
Granvil M. Tracy, Manager

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, having been designated as registered agent for St. Johns Phase 1 Management Ltd., a Florida limited partnership (the "Limited Partnership"), in the foregoing Certificate of Limited Partnership of the Limited Partnership, hereby agrees that he will accept service of process for and on behalf of the Limited Partnership and that he will comply with any and all laws, including, without limitation, Section 620.192, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated: February ____, 2003.


Granvil M. Tracy, Registered Agent

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

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The undersigned constituting all of the general partners of St. Johns Phase 1 Management Ltd.

a Florida Limited Partnership, certify:

The amount of capital contributions to dated of the limited partners is
\$ 1,000.00.

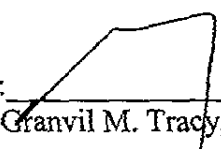
The total amount contributed and anticipated to be contributed by the limited partners at
this time totals \$ 1,000.00.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

St. Johns Phase 1 Executive LLC, a Florida
limited liability company

By: 
Granvil M. Tracy, Manager