

A 030000000608

Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : BROAD AND CASSEL (BOCA RATON)
Account Number : 076376001555
Phone : (561) 483-7000
Fax Number : (561) 218-8960

FLORIDA LIMITED PARTNERSHIP

OCEAN LAND FINANCING, LTD.

Certificate of Status	0
Certified Copy	0
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03 APR 16 AM 11:02
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DIVISION OF CORPORATIONS

4-16-03

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
OCEAN LAND FINANCING, LTD.
a Florida limited partnership

The undersigned general partner, desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is OCEAN LAND FINANCING, LTD. (the "Partnership").

2. The address of the office of the Partnership is One South Ocean Boulevard, Suite 204, Boca Raton, Florida 33432.

3. The name and address of the agent for service of process on the Partnership is Ocean Land Financing, Inc., One South Ocean Boulevard, Suite 204, Boca Raton, Florida 33432.

4. The name and business address of each general partner is as follows:

OCEAN LAND FINANCING, INC.
One South Ocean Boulevard
Suite 204
Boca Raton, Florida 33432

5. The mailing address of the Partnership is One South Ocean Boulevard, Suite 204, Boca Raton, Florida 33432.

6. The latest date upon which the Partnership will dissolve is December 31, 2103.

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

This Certificate of Limited Partnership has been executed by the sole General Partner of OCEAN LAND FINANCING, LTD. this 15th day of April, 2003.

GENERAL PARTNER:

OCEAN LAND FINANCING, INC.
a Florida corporation

By: 
Pierre Martin, Executive Vice President

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CLERK OF DISTRICT COURT
BOKA RATON, FLORIDA

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APR 16 '03 07:51AM BROAD AND CASSEL

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for OCEAN LAND FINANCING, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned corporation, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

OCEAN LAND FINANCING, INC.
a Florida corporation

Dated: April 15, 2003

By: 
Pierre Martin, Executive Vice President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting the sole general partner of OCEAN LAND FINANCING, LTD., a Florida limited partnership, certifies as follows:

- (a) The amount of capital contributions to date of the limited partners is \$0.
- (b) The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$7,500.

Executed this 15th day of April, 2003.

FURTHER AFFLIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of its knowledge and belief.

GENERAL PARTNER:

OCEAN LAND FINANCING, INC.
a Florida corporation

By: 
Pierre Martin, Executive Vice President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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