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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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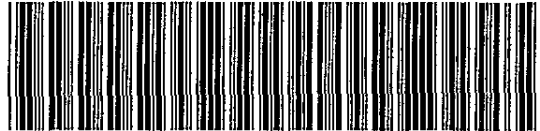
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2003 MAY -6 AM 8:42
TALLAHASSEE, FLORIDA

ADORNO & YOSS
A PROFESSIONAL ASSOCIATION
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MARGARET O'D. RYDER
LEGAL ASSISTANT

DIRECT LINE: (305) 860-7362
EMAIL: MOR@ADORNO.COM

May 2, 2003

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PROSPECT ROAD HOLDINGS, LTD.

Ladies and Gentlemen:

Enclosed herein is the original Certificate of Limited Partnership on behalf of the captioned limited partnership. Also enclosed is a check in the amount of \$1,846.25 to cover the required filing, certified copy and certificate of corporate status fees, with an anticipated total contribution of \$600,000. Please forward the certificate of corporate status and certified copy of the Certificate of Limited Partnership to me in the enclosed prepaid, self-addressed Federal Express envelope. If you have any questions please call me at (305) 860-7362.

Sincerely,


Margaret O'D. Ryder

CERTIFICATE OF LIMITED PARTNERSHIP
OF
PROSPECT ROAD HOLDINGS, LTD.

The undersigned, pursuant to the provisions of Section 620.108 of the Florida Statutes, hereby certifies and swears in this Certificate of Limited Partnership to the following:

ARTICLE I - NAME.

The name of the limited partnership is:

PROSPECT ROAD HOLDINGS, LTD. (the "Partnership")

ARTICLE II - BUSINESS AND MAILING ADDRESS.

The business address and the mailing address of the Partnership is 2665 South Bayshore Drive, Suite 702, Coconut Grove, Florida 33133.

ARTICLE III - REGISTERED AGENT AND REGISTERED ADDRESS.

The name and address of the Registered Agent for the Partnership is:

Seth P. Joseph, Esq.
Adorno & Yoss, P.A.
2601 South Bayshore Drive
Suite 1600
Miami, Florida 33133

ARTICLE III - GENERAL PARTNER.

The name and business address of the General Partner is as follows:

#L03000016508
Shoal Creek Properties-Prospect LLC, a Florida limited liability company
2665 South Bayshore Drive
Suite 702
Coconut Grove, Florida 33133

ARTICLE IV - DISSOLUTION DATE OF PARTNERSHIP.

The latest date upon which the Limited Partnership is to be dissolved is December 31, 2052.

{MOR/210004.0001/M1106460_1}

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CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the General Partner has caused this Certificate of Limited Partnership to be executed at Miami, Florida, this 30th day of April, 2003.

SHOAL CREEK PROPERTIES-PROSPECT LLC
a Florida limited liability company
General Partner

By: James W. Harris
James W. Harris, Managing Member

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UNIVERSITY CORPORATION'S
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Pursuant to Sections 620.105 and 620.192 of the Florida Statutes, the undersigned accepts appointment as Registered Agent for PROSPECT ROAD HOLDINGS LTD., a Florida limited partnership, and accepts all obligations imposed on it as such under Florida law.

Executed this 24th day of April, 2003.

Seth P. Joseph
Seth P. Joseph, Esq.

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

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2003 MAY -6 AM 8:42
JAMES W. HARRIS
TALLAHASSEE, FLORIDA

The undersigned, constituting the sole General Partner of PROSPECT ROAD HOLDINGS, LTD., a Florida Limited Partnership, certifies:

1. The amount of capital contributions to date of the Limited Partners is \$0.
2. The total amount contributed and anticipated to be contributed by the Limited Partners at this time totals \$600,000.

FURTHER AFFIANT SAYETH NOT.

Signed this 30th day of April, 2003.

Under penalties of perjury, the undersigned declares that he has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct.

SHOAL CREEK PROPERTIES -PROSPECT LLC,
a Florida limited liability company, General Partner

By: 

James W. Harris, Managing Member