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CORPORATION  
TALLAHASSEE, FLORIDA

J. BRYAN MAY - 8 2003

**ADORNO & YOSS**  
A PROFESSIONAL ASSOCIATION  
2601 SOUTH BAYSHORE DRIVE, SUITE 1600  
MIAMI, FLORIDA 33133  
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MARGARET O'D. RYDER  
LEGAL ASSISTANT

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

May 2, 2003

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

**PROSPECT ROAD HOLDINGS, LTD.**

Ladies and Gentlemen:

Enclosed herein is the original Statement of Qualification for Florida Limited Liability Limited Partnership on behalf of the captioned limited partnership. Also enclosed is a check in the amount of \$86.25 to cover the required filing, certified copy and certificate of corporate status fees. Please forward the certificate of corporate status and certified copy of the Certificate of Limited Liability 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

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TALLAHASSEE, FLORIDA

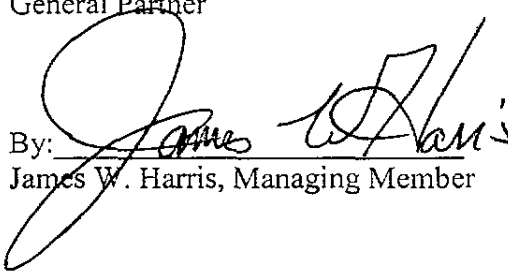
**STATEMENT OF QUALIFICATION FOR  
FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the Limited Partnership as identified in the records of the Florida Department of State: PROSPECT ROAD HOLDINGS, LTD.
2. The suffix adopted for the above named partnership: LLLP
3. The street address and principal mailing address of the above named partnership, as set forth in its Certificate of Limited Partnership, is 2665 South Bayshore Drive, Suite 702, Coconut Grove, Florida 33133.
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 this document is filed with the Florida Secretary of State.
6. The name and Florida street address of the Partnership's agent for service of process: Seth P. Joseph, Esq., 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133.

The undersigned, being the sole General Partner of the Partnership, affirms, under penalties of perjury, that the facts stated herein are true.

Signed this 30<sup>th</sup> day of April, 2003.

Shoal Creek Properties-Prospect LLC,  
General Partner

By:   
James W. Harris, Managing Member

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