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From: Account Name : AARON A. FARMER, P.A.
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TALLAHASSEE, FLORIDA

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W04-12911

FLORIDA LIMITED PARTNERSHIP
CD CAPITAL MANAGEMENT, LTD.

Certificate of Status	1
Certified Copy	1
Page Count	04
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**CERTIFICATE OF LIMITED PARTNERSHIP OF
CD CAPITAL MANAGEMENT, LTD.**

The undersigned, in order to form a limited partnership (the "Partnership") in accordance with Sections 620.105, 620.108, and 620.114 of the Florida Statutes, certifies the following:

1. The name of the Partnership is CD CAPITAL MANAGEMENT, LTD.
2. The street address and mailing address of the principal place of business of the Partnership in the state of Florida is c/o Aaron A. Farmer, P.A., 1415 Panther Lane, Suite 121, Naples, FL 34109.
3. The name and address of the initial registered agent of the Partnership in the state of Florida is US Registered Agent, Inc.

4. The name and address of the general partner(s) of the Partnership is/are as follows:

Name(s) of General Partner(s)

Street Address

CD Capital Management, Inc.

c/o Aaron A. Farmer, P.A.,
1415 Panther Lane, Suite 121
Naples, FL 34109

✓
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5. The term for which the Partnership is to exist as a limited partnership shall commence on the date of filing and shall continue until 2029, unless sooner dissolved in accordance with the then current limited partnership agreement for CD CAPITAL MANAGEMENT, LTD., or by an act or event specified by law as one effecting dissolution.

IN WITNESS WHEREOF, the undersigned general partner(s) has/have executed this Certificate of Limited Partnership this 1st day of April, 2004.

CD CAPITAL MANAGEMENT, INC.
(Its General Partner)

By: _____

Daryl Doroshak, president

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF COLLIER

The undersigned constituting all of the general partners of CD CAPITAL MANAGEMENT, LTD., a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$7,500.00.

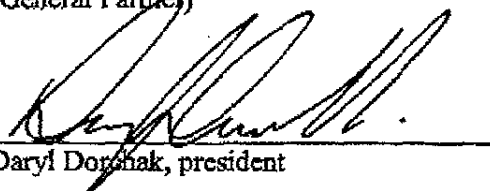
The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$7,500.00.

Signed this 1st day of April, 2004.

FURTHER AFFIANT SAYETH NOT.

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

CD CAPITAL MANAGEMENT, INC.
(Its General Partner)

By: 

Daryl Dornshak, president

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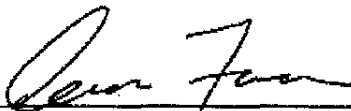
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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
CD CAPITAL MANAGEMENT, LTD**

Pursuant to Chapter 620, Florida Revised Uniform Limited Partnership Act, US Registered Agent, Inc., located at 1415 Panther Lane, Suite 121, Naples, FL 34109, having been named as registered agent to accept service of process upon CD Capital Management, Ltd, hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of its/his duties as registered agent, acknowledging hereby that it/he is familiar with and accepts the obligations of its/his position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate in Naples, Collier County, Florida on this 1st day of April, 2004.

US Registered Agent, Inc.

By: 
Aaron A. Farmer, president

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APPROVED
AND
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