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FLORIDA LIMITED PARTNERSHIP

FLATAUR CD88, LTD.

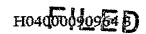
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CERTIFICATE OF LIMITED PARTNERSHIP OF Flataur CD88, Ltd.



2804 APR 27 A 10: 06

This Certificate of Limited Partnership is prepared and filed in accordance with the provisions of the YOF STATE Uniform Limited Partnership Act as contained in Chapter 620 of the Florida Statutes, TALLAHASSEE, FLORIDA

The name of this Partnership is Flataur CD88, Ltd.

- 1. The location of the principal place of business of the Partnership shall be: 1350 East Newport Center Drive, Suite 206, Deerfield Beach, Florida 33442, and the name and address of the agent for service of process is: Kay Law Offices, c/o James R. Kay, Esq., 700 Village Square Crossing, Suite 102B, Palm Beach Gardens, Florida 33410.
- 2. The name and address of the General Partner is as follows: CD88, LLC, a Florida limited liability company, 1350 East Newport Center Drive, Suite 206, Deerfield Beach, Florida 33442. L07000031792
- 3. The mailing address of the Partnership is: 1350 East Newport Center Drive, Suite 206, Deerfield Beach, Florida 33442.
- 4. The latest date upon which the Partnership is to dissolve is upon the occurrence of any of the following events: (a) the determination of all Partners in the Partnership; (b) the withdrawal or deemed withdrawal pursuant to the Partnership Agreement of the last remaining General Partner and failure by the Limited Partners to elect to continue the Partnership and select a successor General Partner as provided in the Partnership Agreement; (c) the occurrence of an event specified under the laws of the State of Florida as one effecting a dissolution (except as otherwise provided in the Partnership Agreement); or (d) midnight on December 31, 2054.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as of the Abell, 2004, and hereby affirms under the penalties of perjury that the facts stated in this Certificate are true.

GENERAL PARTNER:

CD88, LLC.

a Florida limited liability company

By:_

Juenther Reibling, its Manage

Print Name

James R. Kay, Esquire Florida Bar No. 298166 Kay Law Offices 700 Village Square Crossing, Suite 102B Palm Beach Gardens, Florida 33410 Telephone: (561) 207-6200

ACCEPTANCE OF REGISTERED AGENT

2004 APR 27 A 10: 06

The undersigned hereby accepts the appointment as Registered Agent, is familiar with, and SECRETARY OF STATE TALLAHASSEE, FLORIDA accepts the obligations of, Section 620.192, Florida Statutes.

Kay Law Offices

Date: April 26, 2004

Type of identification:

My Commission Expires:

(SEAL)

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AFFIDAVIT 2004 APR 27 A 10: 06 STATE OF FLORIDA SECRETARY OF STATE TALLAHASSEE, FLORIDA COUNTY OF BROWNED Before me, the undersigned authority duly authorized to acknowledge oaths, personally appeared <u>Guenther Resbline</u>, as Manager of CD88, LLC, a Florida limited liability company, the General Partner of Flataur CD88, Ltd., a Florida limited partnership, who upon oath duly sworn deposed and stated as follows: That he/she is a Manager of CD88, LLC, a Florida limited liability company, the General Partner of Flataur CD88, Ltd., a Florida limited partnership (the "Partnership"), and has the authority to make this Affidavit on behalf of the Partnership. That the amount of the capital contributions of the Limited Partners of the Partnership, and the total amount anticipated to be contributed by the Limited Partners of the Partnership is \$100,00. Further, Affiant sayeth naught. GENERAL PARTNER: CD88, LLC, a Florida limited liability company, the General Partner By: Sworn to and subscribed before Notary Public Printed or typed name: Resonally known OR produced identification

