

Certificate of Limited Partnership

A04000000751
FILED
May 06, 2004
Sec. Of State
gharvey

Name of Limited Partnership:

C/MAX CAPITAL LIMITED PARTNERSHIP - VIII

Business Address of Limited Partnership:

1550 SAWGRASS CORPORATE PARKWAY
SUITE 220
SUNRISE, FL. 33323

Mailing Address of Limited Partnership:

1550 SAWGRASS CORPORATE PARKWAY
SUITE 220
SUNRISE, FL. 33323

The name and Florida street address of the registered agent is:

KEVIN WATSON
1550 SAWGRASS CORPORATE PARKWAY
SUITE 220
SUNRISE, FL. 33323

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: KEVIN WATSON

The latest date upon which the Limited Partnership is to be dissolved is:

DECEMBER 31, 2054

The name and address of all general partners are:

Title: G
C/MAX CAPITAL GP - VIII, LLC
1550 SAWGRASS CORPORATE PARKWAY, STE. 230
SUNRISE, FL. 33323

Affidavit of Capital Contributions For Florida Limited Partnership

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The undersigned constituting all of the general partners of:
C/MAX CAPITAL LIMITED PARTNERSHIP - VIII

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is:
0.00

The total amount contributed and anticipated to be contributed by the
limited partners at this time totals:
575,000.00

Signed this Sixth day of May, 2004

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

General Partner Signature: KEVIN WATSON, AUTHORIZED PERSON