

Division of Corporations

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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)205-0383

From: Account Name : KAY LAW OFFICES
Account Number : I20020000074
Phone : (561)207-6200
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04 DEC 21 PM 4: 06
DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP
CD98 CHALLOP SOUTH, LTD.

2004 DEC 21 AM 10: 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$1,793.75

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
CD98 CHALLOP SOUTH, LTD.**

This Certificate of Limited Partnership is prepared and filed in accordance with the provisions of the Uniform Limited Partnership Act as contained in Chapter 620 of the Florida Statutes.

The name of this Partnership is CD98 Challop South, 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: Flataur CD98, Ltd., a Florida limited partnership, 1350 East Newport Center Drive, Suite 206, Deerfield Beach, Florida 33442.

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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 21ST day of December, 2004, and hereby affirms under the penalties of perjury that the facts stated in this Certificate are true.

GENERAL PARTNER:
Flataur CD98, Ltd. a Florida limited partnership
By: Flataur CD98, LLC, a Florida limited liability company, its General Partner

By: *Linda G. Kasip*
LINDA G. KASIP, its Manager
[Print Name]

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TALLAHASSEE, FLORIDA

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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


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ACCEPTANCE OF REGISTERED AGENT

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

Kay Law Offices

Date: December 21, 2004

By: 
James R. Kay, President

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TALLAHASSEE, FLORIDA

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AFFIDAVIT

STATE OF FLORIDA)
COUNTY OF BERNARD)

Before me, the undersigned authority duly authorized to acknowledge oaths, personally appeared LINDA KASSOF, as Manager of CD98, LLC, a Florida limited liability company, who upon oath duly sworn deposed and stated as follows:

That he/she is a Manager of Flataur CD98, LLC, a Florida limited liability company, the General Partner of Flataur CD98, Ltd., a Florida limited partnership, the General Partner of CD98 ChallOp South, Ltd. (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 \$4,405,611.00.

Further, Affiant sayeth naught.

GENERAL PARTNER:
Flataur CD98, Ltd. a Florida limited partnership
By: Flataur CD98, LLC, a Florida limited liability company, its General Partner

By: Linda Kassof
LINDA G. KASSOF, its Manager
[Print Name]

Sworn to and subscribed before me this 20 day of December, 2004.

Molly Steinfeld
Notary Public
Printed or typed name: MOLLY STEINFELD
Personally known OR produced identification
Type of identification: _____
My Commission Expires: 8-18-2005
(SEAL)



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