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Fax Number : (850)205-0383

From:
Account Name : BILZIN, SUMBERG BAENA PRICE & AXELROD LLP.
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DIVISION OF CORPORATIONS

FLORIDA LIMITED PARTNERSHIP

EVERNIA HOLDINGS, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$140.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
EVERNIA HOLDINGS, LTD.**

The undersigned, desiring to form a limited partnership (the "Limited Partnership") in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, as amended, hereby states as follows:

1. The name of the Limited Partnership is:

EVERNIA HOLDINGS, LTD.

2. The address of the registered office of the Limited Partnership is:

1110 Brickell Avenue
Suite 800
Miami, Florida 33131

3. The name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, as amended, are:

Enrique Dillon
1110 Brickell Avenue
Suite 800
Miami, Florida 33131

4. The name and business address of the general partner of the Limited Partnership are:

Evernia Properties GP, LLC
1110 Brickell Avenue
Suite 800
Miami, Florida 33131

5. The mailing address for the Limited Partnership is:

1110 Brickell Avenue
Suite 800
Miami, Florida 33131

6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2055.

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The execution of this Certificate of Limited Partnership by the undersigned general partner constitutes an affirmation that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the general partner of the Limited Partnership as of the 18th day of February, 2005.

GENERAL PARTNER:

EVERNIA PROPERTIES GP, LLC, a
Florida limited liability company

By: 
Enrique Dillon, Manager

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, having been designated as registered agent for EVERNIA HOLDINGS, LTD., a Florida limited partnership (the "Limited Partnership"), in the foregoing Certificate of Limited Partnership of the Limited Partnership, hereby agrees that he will accept service of process for and on behalf of the Limited Partnership and that he will comply with any and all laws, including, without limitation, Section 620.192, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated: February 18th, 2005



Enrique Dillon, Registered Agent

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TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting the general partner of EVERNIA HOLDINGS, LTD., a Florida limited partnership, certifies:

The amount of capital contributions to date of the limited partners is \$100.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,000.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

EVERNIA PROPERTIES GP, LLC, a
Florida limited liability company

By: 

Enrique Dillon, Manager

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