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FLORIDA LIMITED PARTNERSHIP
MONARCH OF ORLANDO, LTD.

Certificate of Status	1
Certified Copy	1
Page Count	4
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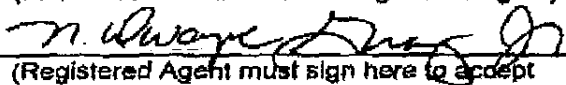
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CERTIFICATE OF LIMITED PARTNERSHIP

1. MONARCH OF ORLANDO, LTD.
(Name of Limited Partnership)
2. 217 N. Westmonte Drive, Suite 2013, Altamonte Springs, Florida 32714
(Business Address of Limited Partnership)
3. N. Dwayne Gray, Jr., Esq.
(Name of Registered Agent for Service of Process)
4. Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A.
201 East Pine Street, Suite 500, Orlando, Florida 32801
(Florida Street Address for Registered Agent)
5. 
(Registered Agent must sign here to accept)
6. 217 N. Westmonte Drive, Suite 2013, Altamonte Springs, Florida 32714
(Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2055.

B. Name(s) of general partner(s):	Street Address:
<u>Monarch of Orlando, Inc.</u>	<u>c/o The Jaymor Group</u>
<u>a Florida corporation</u>	<u>105 West Beaver Creek</u>
	<u>Units 9 & 10</u>
	<u>Richmond Hill, Ontario</u>
	<u>Canada L4B 1C8</u>

805-42651

Under 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.

Signed this 21st day of March, 2005

Signature of all general partners:

MONARCH OF ORLANDO, INC.,
corporation

By: 
Name: N. Dwayne Gray, Jr., Esq.
Title: Authorized Representative

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR
MONARCH OF ORLANDO, LTD.
A FLORIDA LIMITED PARTNERSHIP**


COUNTRY OF CANADA
PROVINCE OF ONTARIO

BEFORE ME, the undersigned authority, personally appeared **FABRIZIO LUCCHESI**, President of MONARCH OF ORLANDO, INC., a Florida corporation, the sole general partner of MONARCH OF ORLANDO, LTD., (the "Partnership"), who, upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, **One Thousand and No/100 Dollars (\$1,000.00)**.

2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.


Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.


FABRIZIO LUCCHESI

COUNTRY OF CANADA
PROVINCE OF ONTARIO

The foregoing instrument was acknowledged before me this 21st day of March 2005, by **FABRIZIO LUCCHESI**, as President of MONARCH OF ORLANDO, INC., a Florida corporation, said corporation being the general partner of MONARCH OF ORLANDO, LTD., a Florida limited partnership, on behalf of said partnership. He is personally known to me.

[NOTARY SEAL]


Name: N. Dwight Gray, Jr.
Title: Notary Public
My Commission Expires: _____



N. Dwight Gray, Jr.
MY COMMISSION # 00206603 EXPIRES
November 1, 2007
BONDED THROUGH TROY FAIN INSURANCE, INC.

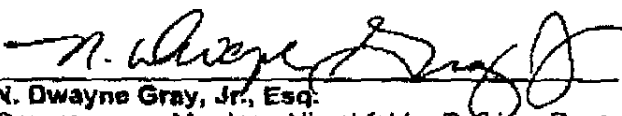
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for **MONARCH OF ORLANDO, LTD., a Florida limited partnership** (the "Partnership"), in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:


N. Dwayne Gray, Jr., Esq.
Greenspoon, Marder, Hirschfeld, Raffin, Rosa &
Berger, P.A.
201 East Pine Street, Suite 500
Orlando, Florida 32801

Dated: March 21, 2005

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