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To:

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Fax Number : (850) 205-0383

From:

Account Name : BILZIN, SUMBERG BAENA PRICE & AXELROD LLP
Account Number : 075350000132
Phone : (305) 374-7580
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FLORIDA LIMITED PARTNERSHIP

Cypress Creek Capital/Ashley II, Ltd.

Certificate of Status	0
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
CYPRESS CREEK CAPITAL/ASHLEY II, 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:

CYPRESS CREEK CAPITAL/ASHLEY II, LTD.

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

4150 SW 28th Way
Fort Lauderdale, Florida 33312

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:

Seth Werner
4150 SW 28th Way
Fort Lauderdale, Florida 33312

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

Cypress Creek Capital GP, LLC
4150 SW 28th Way
Fort Lauderdale, Florida 33312

5. The mailing address for the Limited Partnership is:

4150 SW 28th Way
Fort Lauderdale, Florida 33312

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 24th day of March, 2005.

GENERAL PARTNER:

CYPRESS CREEK CAPITAL GP, LLC
a Florida limited liability company

By: 

Seth Werner

Authorized Representative of the Member

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, having been designated as registered agent for CYPRESS CREEK CAPITAL/ASHLEY II, 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: March 24, 2005


Seth Werner, Registered Agent

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

The undersigned constituting the general partner of CYPRESS CREEK CAPITAL/ASHLEY II, LTD., a Florida limited partnership, certifies:

The amount of capital contributions to date of the limited partners is \$1.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100.00.

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:

CYPRESS CREEK CAPITAL GP, LLC,
a Florida limited liability company

By: 

Seth Werner

Authorized Representative of the Member

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