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FLORIDA LIMITED PARTNERSHIP

Ocean Phase II Limited Partnership, S.E.

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DIVISION OF CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF LIMITED PARTNERSHIP OF
OCANA PHASE II LIMITED PARTNERSHIP, S.E.**

THE UNDERSIGNED hereby makes and files with the Secretary of State of the State of Florida, this Certificate of Limited Partnership for the purpose of forming a limited partnership for profit in accordance with the laws of the State of Florida.

1. **NAME OF PARTNERSHIP.** The name of the limited partnership shall be **OCANA PHASE II LIMITED PARTNERSHIP, S.E.**

2. **LOCATION OF PRINCIPAL PLACE OF BUSINESS.** The principal place of business of the partnership shall be located at 247 North Westmonte Drive, Altamonte Springs, Florida, 32714, or at such other place or places as the General Partner shall from time to time determine.

3. **NAME AND ADDRESS OF THE AGENT FOR SERVICE OF PROCESS.**

W. Terry Costolo, Esquire
301 East Pine Street, Suite 1400
Orlando, Florida 32801

4. **NAME AND BUSINESS ADDRESS OF EACH GENERAL PARTNER.**

Picerne Ocana Phase II, Inc., a Florida corporation
247 North Westmonte Drive
Altamonte Springs, Florida 32714

5. **MAILING ADDRESS OF THE LIMITED PARTNERSHIP.**

247 North Westmonte Drive
Altamonte Springs, Florida 32714

6. **TERM.** The partnership shall be dissolved on December 31, 2054, unless sooner dissolved and terminated prior to such date as provided in the Limited Partnership Agreement of the partnership.

EXECUTED this 24th day of May, 2005.

General Partner:

PICERNE OCANA PHASE II, INC.
a Florida corporation

By: 

Robert M. Picerne, as President

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H05000131818 3**AFFIDAVIT OF LIMITED PARTNERS' CONTRIBUTIONS**

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.108, the undersigned certified that the amount of capital contributions of the Limited Partners of Ocana Phase II Limited Partnership, S.E. is \$999.90. The total amount contributed and anticipated by the limited partners at this time totals \$1,000.00. If additional capital contributions are made in the future, a Supplemental Affidavit of Limited Partners' Contributions will be submitted at that time.

FURTHER AFFIANT SAYETH NOT.

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

Executed this 24th day of May, 2005.

GENERAL PARTNER:

PICERNE OCANA PHASE II, INC.
a Florida corporation

By: 
Robert M. Picerne, as President

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TALLAHASSEE, FLORIDA

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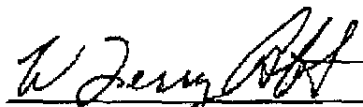
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ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, W. Terry Costolo, accepts his designation as Registered Agent for Ocana Phase II Limited Partnership, S.E. and the obligations imposed on him as Registered Agent pursuant to the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.

EXECUTED this 25th day of May, 2005.


W. Terry Costolo, Esquire
as Registered Agent

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