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FLORIDA LIMITED PARTNERSHIP

millennium real estate holdings, ltd.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 12, 2005

EMPIRE

SUBJECT: MILLENNIUM REAL ESTATE HOLDINGS, LTD.
REF: W05000033238

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③

CERTIFICATE OF LIMITED PARTNERSHIP

1. MILLENNIUM REAL ESTATE HOLDINGS, LTD.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")

2. 2800 WESTON ROAD, STE 204, WESTON, FLORIDA 33331
(Business address of Limited Partnership)

3. Legal Information Services, Inc.
(Name of Registered Agent for Service of Process)

4. 2500 WESTON ROAD, STE 404, WESTON, FLORIDA 33331
(Office street address for Registered Agent)

5. [Signature]
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)

6. 2800 WESTON ROAD, STE 204, WESTON, FLORIDA 33331
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: DECEMBER 31, 2104
8. Name(s) of general partner(s): _____ Street address: _____

MILLENNIUM REAL ESTATE HOLDINGS MANAGEMENT, INC. 2800 WESTON ROAD, STE 204
#05000097035 WESTON, FLORIDA 33331

Under 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.

Signed this 8th day of July, 2005

Signature of all general partners:

BY: MILLENNIUM REAL ESTATE HOLDINGS MANAGEMENT, INC. General Partner
[Signature] General Partner
NOEL EPENBOIM, PRESIDENT General Partner

General Partner

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

The undersigned constituting all of the general partners of MILLENNIUM REAL ESTATE HOLDINGS, LTD.

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 1,000

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 40,000,000.

Signed this 8th day of July, 2005

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.

MILLENNIUM REAL ESTATE HOLDINGS MANAGEMENT, INC.

General Partner

General Partner

BY:

NOEL EPELBOIM, PRESIDENT

General Partner

General Partner

General Partner

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