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FLORIDA LIMITED PARTNERSHIP
WINDERMERE BUSINESS CENTER, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	04
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**CERTIFICATE OF LIMITED PARTNERSHIP OF
WINDERMERE BUSINESS CENTER, LTD.,
a Florida limited partnership**

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby state:

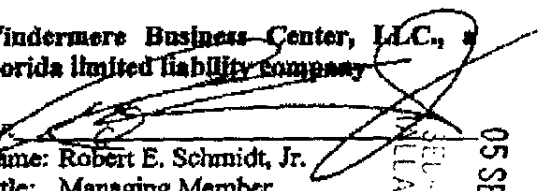
1. The name of the Limited Partnership is Windermere Business Center, Ltd.
2. The address of the office of the Limited Partnership is c/o Boulder Venture South, LLC, 2226 State Road 580, Clearwater, Florida 33763.
3. The name and address of the agent for service of process on the Limited Partnership is J. Thomas Conroy, III, Conroy, Conroy & Durant, P.A., 2210 Vanderbilt Beach Road, Suite 1201, Naples, Florida, 34109.
4. The name and business address of the General Partner is: Windermere Business Center, LLC, 2226 State Road 580, Clearwater, Florida 33763. *LC5-87530*
5. The mailing address of the Limited Partnership is c/o Boulder Venture South, LLC, 2226 State Road 580, Clearwater, Florida 33763.
6. The Limited Partnership exists in perpetuity.

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the General Partner of Windermere Business Center, Ltd. this 31 day of August, 2005.

GENERAL PARTNER:

Windermere Business Center, LLC, a
Florida limited liability company

By 
Name: Robert E. Schmidt, Jr.
Title: Managing Member

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for Windermere Business Center, 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 Limited Partnership, to accept service of process for the Limited Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

Registered Agent:

By: 

Name: J. Thomas Conroy, III

R:\Pelican Bay\Windermere Business Center, LP\LIMITED PARTNERSHIP.certificate.doc

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF _____

BEFORE ME, the undersigned authority, personally appeared Robert E. Schmidt, Jr., the Managing Member of Windermere Business Center, LLC, a Florida limited partnership, General Partner of Windermere Business Center, Ltd., a Florida limited partnership (the "Partnership"), who, upon being duly sworn, certified as follows:

1. The maximum amount of capital contributions to the Limited Partnership made by the limited partners is, in the aggregate, \$ 110,000.00.
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 such statements are true, to the best of my knowledge and belief.

By: 

Name: Robert E. Schmidt, Jr.

Sworn to and subscribed before me this 1st day of September, 2005 by Robert E. Schmidt, Jr.

(SEAL)



Personally known _____
Type of Identification Produced _____


Notary Public, State of FloridaDoreen Lee Elliman
(Print, Type or Stamp Name of Notary Public)