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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

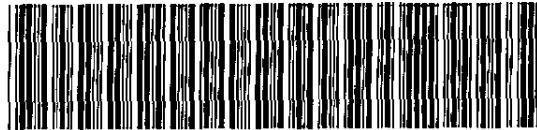
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VALIDATION ONLY

Requestor's Name  
Teschler, Gutter, Chaves  
Address  
2101 Corporate Blvd. #107  
Boca Raton, FL 33431  
City State ZIP Phone

(561) 998-7847

CORPORATION(S) NAME

Ceiba Communities, Ltd.

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- |   |  |   |
|---|--|---|
| <input type="checkbox"/> Profit                         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                      | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Mark                       |
| <input checked="" type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement                  | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Call When Ready                | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30                 |
| <input checked="" type="checkbox"/> Walk In             | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |
|   |  | <input type="checkbox"/> Mail Out                   |

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**CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

**CEIBA COMMUNITIES, LTD.**

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Pursuant to Florida Statutes Section 620.108, the described limited partnership presents this Certificate for filing with the Florida Department of State.

**SECTION 1  
NAME**

The name of the limited partnership is CEIBA COMMUNITIES, LTD.

**SECTION 2  
EXISTENCE**

The existence of the limited partnership shall commence upon the filing of this Certificate with the Florida Department of State.

**SECTION 3  
OFFICE ADDRESS**

The address of the office of the limited partnership is 800 Brickell Avenue, Suite 602, Miami, Florida 33131.

**SECTION 4  
AGENT FOR SERVICE OF PROCESS**

The agent for service of process for the limited partnership is M & W AGENTS, INC. at 2101 Corporate Blvd., Suite 107, Boca Raton, Florida 33431.

**SECTION 5  
GENERAL PARTNER**

The name and business address of the sole general partner of the limited partnership is:

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SECRETARY OF STATE

CEIBA LAND PARTNERS LLC  
800 Brickell Avenue, Suite 602,  
Miami, Florida 33131.

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**SECTION 6  
MAILING ADDRESS**

The mailing address for the limited partnership is CEIBA COMMUNITIES, LTD. 800 Brickell Avenue, Suite 602, Miami, Florida 33131.

**SECTION 7  
DATE OF DISSOLUTION**

The latest date upon which the limited partnership is to dissolve is December 31, 2054.

Executed this 13 day of September 2005.

CEIBA LAND PARTNERS LLC, a Florida  
limited liability company, as sole General  
Partner

By:   
NORMAN BROOKS, Member

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### REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for CEIBA COMMUNITIES, LTD., at the place designated in the Certificate of Limited Partnership, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and the undersigned accepts the duties and obligations of Section 620.105 of the Florida Statutes.

Dated: Sept 14, 2005

M & W AGENTS, INC., a Florida corporation

By:   
CHARLES RUBIN, Authorized Officer

**AFFIDAVIT**

STATE OF FLORIDA

COUNTY OF DADE

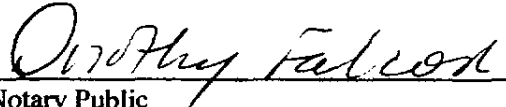
Before me, a notary public for the above-described state, came NORMAN BROOKS, as a member of CEIBA LAND PARTNERS LLC, a Florida limited liability company which is the general partner of CEIBA COMMUNITIES, LTD., and on behalf of CEIBA LAND PARTNERS LLC as general partner and being duly sworn, states that:

1. As of the date hereof, the contributions of limited partners of CEIBA COMMUNITIES, LTD. to the capital of that limited partnership are \$0.
2. The anticipated contributions of limited partners of CEIBA COMMUNITIES, LTD. to the capital of that limited partnership are \$750,000.00.

CEIBA LAND PARTNERS LLC, a Florida  
limited liability company, as sole General  
Partner

By:   
NORMAN BROOKS, Member

Sworn to and subscribed before me, this 13 day of September, 2005, by  
NORMAN BROOKS, who is personally known to me or produced  
\_\_\_\_\_ as identification.

  
Notary Public  
State of Florida at large

My commission expires: 2/27/2006.

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