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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
BOCA FUBI HOLDINGS, LP**

1. BOCA FUBI HOLDINGS, LP

(name of Limited Partnership must contain a suffix such as "Limited",
"Ltd." or "Limited Partnership")

2. 2300 Glades Road, Suite 302-East, Boca Raton, FL 33431

(The business address of the Limited Partnership)

3. Steven A. Sciarretta, Esquire

(Name of Registered Agent for Service of Process)

4. 2300 Glades Road, Suite 302-East, Boca Raton, FL 33431

(Florida street address of Registered Agent)

5. _____
(Registered Agent must sign here to accept designation as Registered Agent)

6. Set forth on Line #2

(The mailing address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is January 1, 2070

8. NAME OF GENERAL PARTNER

SPECIFIC ADDRESS

BOCA FUBI MANAGEMENT LLC

2300 Glades Road
Suite 302-East
Boca Raton, FL 33431

Signed this 20th day of October, 2005

Signature of General Partner:

Steven A. Sciarretta

On behalf of Boca FUBI Management, LLC

FILED
OCT 21 11:45
STATE
OF FLORIDA

LOS-104216

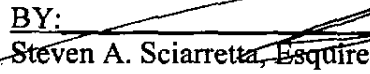
AFFIDAVIT

The undersigned, as General Partner of Boca FUBI Holdings, LP, pursuant to Florida Statutes Section 620.108(1) hereby attests to the following:

1. The contribution of the initial limited partner of Boca FUBI Holdings, LP is \$1,000.00.
2. The total amount anticipated to be contributed by all limited partners of Boca FUBI Holdings, LP is in excess of \$2,500,000.00.

By its execution, the General Partner whose signature is set forth below, hereby affirms, under penalties of perjury that the facts stated herein are true.

GENERAL PARTNER:
BOCA FUBI MANAGEMENT, LLC

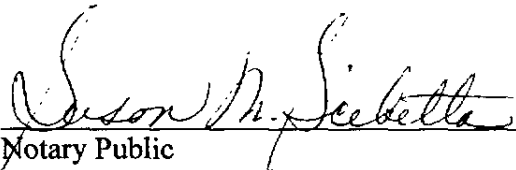
BY: 
Steven A. Sciarretta, Esquire
Manager

05 OCT 21 13:11:45

FILED

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgements, the foregoing instrument was acknowledged before me this 20th day of October, 2005, by Steven A. Sciarretta, Esquire, as Manager of Boca FUBI Management, LLC, and he is personally known to me and he did not take an oath.


Notary Public

My Commission expires:

