

A05000002002

Florida Department of State
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DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP

Preferred FS Investor Ltd.

Certificate of Status	0
Certified Copy	1
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CERTIFICATE OF LIMITED PARTNERSHIP
OF
PREFERRED FS INVESTOR LTD.

The undersigned, in forming a Florida limited partnership under the Florida Revised Uniform Limited Partnership Act (1986) (the "Act"), Chapter 620 of the Florida Statutes, hereby adopts the following Certificate of Limited Partnership:

1. The name of the limited partnership is Preferred FS Investor Ltd. (hereinafter, the "Partnership").

2. The address of the office and the name of the agent for service of process required to be maintained by 620.105 of the Act are Lawrence Steinberg, 2650 North Military Trail, Suite 240, Boca Raton, FL 33431.

3. The name and business address of the general partner of the Partnership are:

Preferred FS GP LLC
3700 Airport Road, Suite 404
Boca Raton, FL 33431

#L05000107312

4. The mailing and principal address of the Partnership is 3700 Airport Road, Suite 404, Boca Raton, Florida 33431.

5. The latest date upon which the Partnership is to dissolve is December 31, 2075.

Under penalties of perjury the undersigned has read the foregoing and know the contents thereof and that the facts herein are true and correct.

Signed this 2nd day of November, 2005.

SOLE GENERAL PARTNER:

PREFERRED FS GP LLC


Lawrence Steinberg
Authorized Representative

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TALLAHASSEE, FLORIDA

11/03/2005

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BERGER SINGERMANN → 850-205-0381

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR
PREFERRED FS INVESTOR LTD.

The undersigned constituting all of the general partners of Preferred FS Investor Ltd., a Florida limited partnership certify:

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

No additional contributions are anticipated to be made by the limited partners.


Dated: November 2, 2005.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury the undersigned declares to have read the foregoing instrument and know the contents thereof and that the facts stated herein are true and correct.

SOLE GENERAL PARTNER:

PREFERRED FS GP LLC



Lawrence Steinberg
Authorized Representative

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BERGER SINGERMANN → 850-205-0381

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for Preferred FS Investor Ltd. at the place designed in paragraph 2 of the Certificate of Limited Partnership, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 620, F.S.


Lawrence Steinberg

Dated: November 2, 2005

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