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FLORIDA LIMITED PARTNERSHIP

Ashton Oaks Financing Partnership, Ltd.

AL

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FLORIDA DEPARTMENT OF STATE

Glanda E. Hood
Secretary of State

November 4, 2005

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SUBJECT: ASHTON OAKS FINANCING PARTNERSHIP, LTD.
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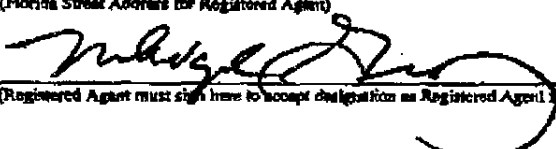
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP


1. ASHTON OAKS FINANCING PARTNERSHIP, L.P.
(Name of Limited Partnership)
2. c/o 201 E. Pine Street, Suite 500, Orlando, Florida 32801
(Business Address of Limited Partnership)
3. N. Dwayne Gray, Jr., Esquire
(Name of Registered Agent for Service of Process)
4. Greenwood Manor, P.A., 201 E. Pine Street, Suite 500, Orlando, Florida 32801
(Florida Street Address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. c/o 201 E. Pine Street, Suite 500, Orlando, Florida 32801
(Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2011
8. Name(s) of general partner(s): Ashton Oaks Financing GP, Inc.
a Florida corporation PO5-146631
Street address: c/o 201 E. Pine Street, Suite 500
Orlando, Florida 32801

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct

Signed this 4 day of November, 2005

Signature of all general partners:

ASHTON OAKS FINANCING GP, INC., a Florida corporation

By: 
Name: N. Dwayne Gray, Jr.
Title: President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for **ASHTON OAKS FINANCING PARTNERSHIP, 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 Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:



N. Dwayne Gray, Jr., Esquire
Greenspoon Marder, P.A.
201 E. Pine Street, 500
Orlando, Florida 32801

Dated: November 3, 2005

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR
ASHTON OAKS FINANCING PARTNERSHIP, LTD.,
A FLORIDA LIMITED PARTNERSHIP**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**RICHMOND HILL
PROVINCE OF ONTARIO
COUNTRY OF CANADA**

BEFORE ME, the undersigned authority, personally appeared **FABRIZIO LUCCHESI**, President of **ASHTON OAKS FINANCING GP, INC.**, a Florida corporation, the sole general partner of **ASHTON OAKS FINANCING PARTNERSHIP, LTD.**, a Florida limited partnership (the "Partnership"), who, upon being duly sworn, certified as follows:

1 The amount of capital contributions to the Partnership made by the limited partner is, in the aggregate, **One Thousand and No/100 Dollars (\$1,000.00)**

2 At this time, it is not anticipated that additional capital contributions will be made by the limited partner

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief


FABRIZIO LUCCHESI

**TERRITORY OF
PROVINCE OF ONTARIO
COUNTY OF CANADA**

On this the 3rd day of November, 2005, before me, the undersigned officer, personally appeared **FABRIZIO LUCCHESI**, known to me (or satisfactorily proven) to be the person whose name subscribed to the within instrument and acknowledged that he executed the same for the purposes herein contained

In witness whereof, I hereunto set my hand and official seal


Signature of Notary Public

(Notarial seal)

Printed Name

JOSEPH VIRGILIO

Title of Officer

NOTARY PUBLIC