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DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP

warehouse 5770, ltd.

Certificate of Status	0
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CERTIFICATE OF LIMITED PARTNERSHIP
OF
WAREHOUSE 5770, LTD.

THIS CERTIFICATE is duly executed and filed pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), as amended (the "Act"), in order to form a limited partnership under the Act.

- (a) Name. The name of the subject limited partnership is WAREHOUSE 5770, LTD. (the "Partnership").
- (b) Recordkeeping Office. The address of the office at which the Partnership shall keep the records required to be maintained under the Act is:

P.O. Box 133650
Hialeah, FL 33013

Registered Agent; Registered Office. The name and address of the agent for service of process on the Partnership required to be maintained under the Act are:

Jonathan H. Green & Associates, P.A.
799 Brickell Plaza, Suite 700
Miami, FL 33131

- (c) General Partner. The names and business address of the General Partner(s) are:

WAREHOUSE 5770, LLC
P.O. Box 133650
Hialeah, Florida 33013

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- (d) Mailing Address. The mailing address of the Partnership is:

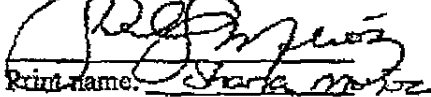
P.O. Box 133650
Hialeah, Florida 33013

- (e) Term. The latest date upon which the Partnership is to dissolve is December 31, 2055.

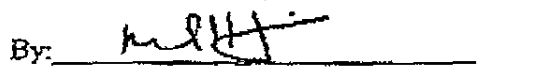
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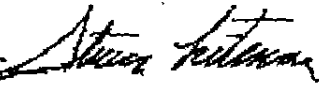
IN WITNESS WHEREOF, the general partner has duly executed this
Certificate, this 18 day of November, 2005.


WITNESSES:


Print name: STEVEN LITMAN

WAREHOUSE 5770, LLC, General Partner

By: 
MARSHALL STEIRN, Manager/Member

STEVEN LITMAN 
Print name: STEVEN LITMAN


Print name: SUSAN STEIRN

By: 
SUSAN STEIRN, Manager/Member


Print name: STEVEN LITMAN

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

TO THE

WAREHOUSE 5770, LTD.

The undersigned, the general partner of the WAREHOUSE 5770, LTD., a Florida limited partnership, hereby certify that:

The amount of the capital contributions of the limited partners to date is:

\$0.00

The total amount anticipated to be contributed by the limited partners is:

\$5,000,000.00

FURTHER AFFILIANTS SAYETH NOT.

Under penalties of perjury, the undersigned declare that he has read the foregoing and knows the contents of the foregoing, and that the facts stated in the foregoing are true and correct.

Dated: NOVEMBER 18, 2005.

WITNESSES:

Print name: Charles Miller

Print name: STEVEN LITMAN

Print name: Charles Miller

Print name: STEVEN LITMAN

WAREHOUSE 5770, LLC, General Partner

By: MRK

MARSHALL STERN, Manager/Member

By: Susan Stern

SUSAN STERN, Manager/Member

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TALLAHASSEE, FLORIDA

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CONSENT TO SERVE AS REGISTERED AGENT

FOR THE

WAREHOUSE 5770, LTD.

Having been appointed to serve in the State of Florida as the registered agent of, and to accept service of process for, the WAREHOUSE 5770, LTD., the undersigned hereby accepts said appointment and agrees to serve as said registered agent. The undersigned further agrees to comply with the provisions of all Florida statutes relative to the proper and complete performance of the undersigned's duties, and hereby acknowledges that the undersigned is familiar with and accepts the obligation of the undersigned's position as said registered agent.

Dated: November 21, 2005.

JONATHAN H. GREEN & ASSOCIATES, P.A.
a Florida Corporation

By _____

JONATHAN H. GREEN

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