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Division of Corporations

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FLORIDA LIMITED PARTNERSHIP

NEW CENTURY ROYAL PALM LTD

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BOCA RATON FT. LAUDERDALE MIAMI ORLANDO TALLAHASSEE TAMPA WEST PALM BEACH

Fax Audit Number: H05000288834 3

CERTIFICATE OF LIMITED PARTNERSHIP
OF
NEW CENTURY ROYAL PALM, LTD.
a Florida limited partnership

The undersigned general partner, desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is NEW CENTURY ROYAL PALM, LTD. (the "Partnership").

2. The address of the office of the Partnership is 909 S.E. 5th Avenue, Suite 200, Delray Beach, Florida 33483.

3. The name and address of the agent for service of process on the Partnership is Theodore E. Deutch, P.A., 7777 Glades Road, Suite 300, Boca Raton, Florida 33434.

4. The name and business address of each general partner is as follows:

NEW CENTURY ROYAL PALM GP, LLC
 909 S.E. 5th Avenue, Suite 200
 Delray Beach, Florida 33483

5. The mailing address of the Partnership is, 909 S.E. 5th Avenue, Suite 200 Delray Beach, Florida 33483.

6. The latest date upon which the Partnership will dissolve is December 31, 2105.

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

This Certificate of Limited Partnership has been executed by the sole General Partner of NEW CENTURY ROYAL PALM GP, LLC this 11 day of December, 2005.

GENERAL PARTNER:

NEW CENTURY ROYAL PALM GP, LLC, a
 Florida limited liability company

By: [Signature]

David Biggs, Manager

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for NEW CENTURY ROYAL PALM, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned individual, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

Theodore E. Deutch, P.A.

Dated: December 16th, 2005By: 

Theodore E. Deutch, President

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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting the sole general partner of NEW CENTURY ROYAL PALM, LLC, certifies as follows:

- (a) The amount of capital contributions to date of the limited partners is \$0.
- (b) The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$7,500.

Executed this 16 day of December, 2005.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

NEW CENTURY ROYAL PALM GP, LLC, a
Florida limited liability company

By: 

David Biggs, Manager

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