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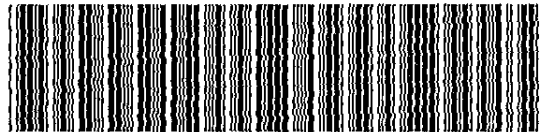
(Business Entity Name)

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DATE: 01-13-06

NAME: MARBELLA POINTE PARTNERS, LTD

TYPE OF FILING: CERTIFICATE OF LIMITED PARTNERSHIP

COST: CK FOR \$1,061.25

RETURN: GOOD STANDING & CERTIFIED COPY

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~~ACCOUNT: FCA0000000015~~

~~AUTHORIZATION: ABBIE/PAUL HODGE~~

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MARBELLA POINTE PARTNERS, LTD.**

Pursuant to the authority of Section 620.1201, Florida Statutes, the undersigned, constituting the general partner of MARBELLA POINTE PARTNERS, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be **MARBELLA POINTE PARTNERS, LTD.** (the "Partnership").

2. The address of the initial office where records shall be kept shall be 1551 Sandspur Road, Maitland, Florida 32751. The name and address of the initial registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.

3. The name and initial business address of the General Partner is:

FLORIDA CAPITAL HOLDINGS 2006 C, L.L.C., a Florida limited liability company
1551 Sandspur Road
Maitland, Florida 32751
#L06 00000 4535

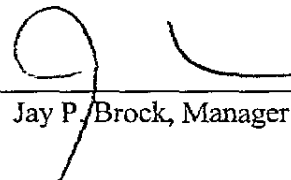
4. The initial mailing address of the limited partnership is P.O. Box 4961, Orlando, Florida 32802-4961.

5. The latest date upon which the Partnership is to dissolve shall be December 31, 2066.

This Certificate has been executed by the undersigned as of the 12th day of January, 2006.

GENERAL PARTNER:

**FLORIDA CAPITAL HOLDINGS 2006 C,
L.L.C.**, a Florida limited liability company

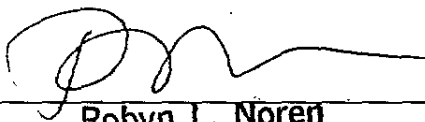
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Jay P. Brock, Manager

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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for MARBELLA POINTE PARTNERS, LTD., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that it is familiar with and accepts its statutory obligations as such.

B&C CORPORATE SERVICES OF CENTRAL FLORIDA, INC., a Florida corporation

By: 
Name: Robyn L. Noren
Title: Vice President

Dated this 12 day of January, 2006.

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