01/30/2006 13:17 FAX 3057893490 Division of Corporations STEARN WEAVER MILLER

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FLORIDA/FOREIGN LP/LLP

CARLISLE GROUP VIII, LTD.

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

CARLISLE GROUP VIII, LTD.

Pursuant to the Florida Revised Uniform Limited Partnership Act of 2005, the undersigned, being the sole General Partner of Carlisle Group VIII, Ltd., a Florida limited partnership (the "Partne rship"), hereby executes and submits for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:

CARLISLE GROUP VIII, LTD.

2. The mailing address and street address of the Parmership currently is:

2950 S. W. 27th Avenue, Suite 200

Miami, Florida 33133

3. The name and address of the agent for service of process on the

Partnership are:

Brian J. McDonough 2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

4. The name and address of the General Partner of the Partnership are:

CARLISLE GROUP VIII, LLC 2950 S. W. 27th Avenue, Suite 200 Miami, Florida 33133

W6-10669

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as General Partner, pursuant to the provisions of Section 620.1204 of the Florida Revised Uniform Limited Partnership Act of 2005.

DATED: January 20, 2006

CARLISLE GROUP VIII, LLC, a Florida limited liability company; a General Partner

By:

Lloyd Doggio Presiden

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I, Brian J. McDonough, hereby accepts my appointment as registered agent for CARLISLE GROUP VIII, LTD., a Florida limited partnership. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: January <u>30</u>, 2006

Brian J. McDonough

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