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Broad and Cassel

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Division of Corporations

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From:

Account Name : BROAD AND CASSEL (ORLANDO)
Account Number : I19980000090
Phone : (407)839-4200
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FLORIDA/FOREIGN LP/LLP

Santa Fe II LP, Ltd.

Certificate of Status	1
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SECRETARY OF STATE
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CERTIFICATE OF LIMITED PARTNERSHIP**OF****SANTA FE II LP, LTD.**

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the general partner of SANTA FE II LP, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be **SANTA FE II LP, LTD.** (the "Partnership").
2. The address of the initial office where records shall be kept shall be The Brandywine Centre 1, 580 Village Blvd., Suite 120, West Palm Beach, Florida 33409. 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 names and initial business addresses of the General Partners are:

RICHMAN SANTA FE II, LLC, a Florida limited liability company
 The Brandywine Centre 1
 580 Village Blvd., Suite 120
 West Palm Beach, Florida 33409

606-25742

RICHELSON ENTERPRISES, LLC, a New York limited liability company
 4 New King Street, Suite 100
 White Plains, New York 10604

1101-305

4. The Managing General Partner of the Partnership shall be Richman Santa Fe II, LLC, a Florida limited liability company.

5. The initial mailing address of the limited partnership is The Brandywine Centre 1, 580 Village Blvd., Suite 120, West Palm Beach, Florida 33409.

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

7. The Partnership hereby elects to not be a limited liability limited partnership.

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 TALLAHASSEE, FLORIDA

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This Certificate has been executed by the undersigned as of the 8th day of March, 2006.

GENERAL PARTNERS:

RICHMAN SANTA FE II, LLC, a Florida limited liability company

By: TRG II Member, LLC, a Florida limited liability company, its sole member

By: 
Kristin M. Miller, President

RICHELSON ENTERPRISES, LLC, a New York limited liability company

By: _____
Eric Richelson, Manager

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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By: TRG II Member, LLC, a Florida limited liability company, its sole member

By: _____
Kristin M. Miller, President

RICHELSON ENTERPRISES, LLC, a New York limited liability company

By: 
Eric Richelson, Manager

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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for SANTA FE II LP, 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: 

Kristi L. Sullivan,
Vice President

Dated this 9th day of March, 2006.

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TALLAHASSEE, FLORIDA