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Broad and Cassel-2

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Page 001

Division of Corporations

Page 1 of 1

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Florida Department of State
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DIVISION OF CORPORATIONS

FLORIDA/FOREIGN LP/LLP

Santa Fe II GP, Ltd.

Certificate of Status	1
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CERTIFICATE OF LIMITED PARTNERSHIP**OF****SANTA FE II GP, LTD.**

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the general partner of SANTA FE II GP, 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 GP, 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 *LOG-25782*

RICHELSON ENTERPRISES, LLC, a New York limited liability company
4 New King Street, Suite 100
White Plains, New York 10604 *M01-305*
4. The Managing General Partner of the Partnership shall be Richman Santa Fe LLC, a Florida limited liability company.
5. The initial mailing address of the limited partnership is The Brandywine Centre 580 Village Blvd., Suite 120, West Palm Beach, Florida 33409.
6. The latest date upon which the Partnership is to dissolve shall be December 2066.
7. The Partnership hereby elects to not be a limited liability limited partnership.

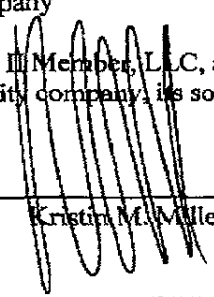
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TALLAHASSEE, FLORIDA

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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TALLAHASSEE, FLORIDA

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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 GP, 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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