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KAY LAW OFFICES

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FLORIDA/FOREIGN LP/LLP

CLUB DEAL 119 JACKSONVILLE PORTFOLIO, LTD.

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$1,008.75

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
CLUB DEAL 119 JACKSONVILLE PORTFOLIO, LTD.**

This Certificate of Limited Partnership is prepared and filed in accordance with the provisions of the Uniform Limited Partnership Act as contained in Chapter 620 of the Florida Statutes.

The name of this Partnership is Club Deal 119 Jacksonville Portfolio, Ltd.

1. The location of the principal place of business of the Partnership shall be: 1350 East Newport Center Drive, Suite 206, Deerfield Beach, Florida 33442, and the name and address of the agent for service of process is: Taurus Southern Investments, LLC, 1350 E. Newport Center Drive, Suite 206, Deerfield Beach, Florida 33442. L06-44378

2. The name and address of the General Partner is as follows: CD119 GP, LLC, a Florida limited liability company, 1350 East Newport Center Drive, Suite 206, Deerfield Beach, Florida 33442.

3. The mailing address of the Partnership is: 1350 East Newport Center Drive, Suite 206, Deerfield Beach, Florida 33442.

4. The latest date upon which the Partnership is to dissolve is upon the occurrence of any of the following events: (a) the determination of all Partners in the Partnership; (b) the withdrawal or deemed withdrawal pursuant to the Partnership Agreement of the last remaining General Partner and failure by the Limited Partners to elect to continue the Partnership and select a successor General Partner as provided in the Partnership Agreement; (c) the occurrence of an event specified under the laws of the State of Florida as one effecting a dissolution (except as otherwise provided in the Partnership Agreement); or (d) midnight on December 31, 2056.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as of the 20th day of April, 2006, and hereby affirms under the penalties of perjury that the facts stated in this Certificate are true.

GENERAL PARTNER:
CD119 GP, LLC,
a Florida limited liability company

By: [Signature]
Linda G. Kassof, its Manager

James R. Kay, Esquire
Florida Bar No. 298166
Kay Law Offices
700 Village Square Crossing, Suite 102B
Palm Beach Gardens, Florida 33410
Telephone: (561) 207-6200

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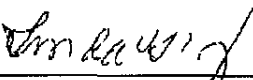
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ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent, is familiar with, and accepts the obligations of, Section 620.192, Florida Statutes.

Taurus Southern Investments, LLC,
a Delaware limited liability company

Dated: April 26, 2006

By: 
Linda G. Kassof, Manager

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