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FLORIDA/FOREIGN LP/LLP
SPANISH RIVER ASSOCIATES, LTD.

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SPANISH RIVER ASSOCIATES, LTD.**

1. Name of Limited Partnership: Spanish River Associates, Ltd.
2. Street address of initial designated office: 1515 N. Federal Highway
Suite 306
Boca Raton, FL 33432
3. Name of Registered Agent: Mitchell B. Kirschner
4. Street Address of Registered Agent: 1801 N. Military Trail, Suite 200
Boca Raton, Florida 33431
5. *I hereby accept the appointment as registered agent and agree to act in this capacity. 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.*

Signature of Registered Agent:



Mitchell B. Kirschner


6. Mailing address of initial designated office: 1515 N. Federal Highway
Suite 306
Boca Raton, FL 33432
7. Name and business address of each General Partner:
Spanish River G.P., LLC
1515 N. Federal Highway
Suite 306
Boca Raton, FL 33432

Signed this 2nd day of February, 2007.

GENERAL PARTNER:

Spanish River G.P., LLC

By:



Mitchell B. Kirschner,
Authorized Representative

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