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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : STEARNS WEAVER MILLER WEISSLER ALHADEF & SITTERSON, P.A.
Account Number : I20060000135
Phone : (305) 789-3200
Fax Number : (305) 789-3395

FLORIDA/FOREIGN LP/LLLP

CARLISLE GROUP XII, LTD.

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

CARLISLE GROUP XII, LTD.

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

1. The name of the Limited Partnership is:

CARLISLE GROUP XII, LTD.

2. The mailing address and street address of the Partnership 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 XII, LLC
2950 S. W. 27th Avenue, Suite 200
Miami, Florida 33133

208-10627

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 31, 2008

CARLISLE GROUP XII, LLC, a
Florida limited liability company, its
General Partner

By: 

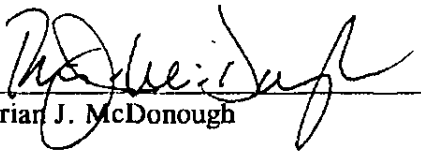
Matthew Greer, Manager

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I, Brian J. McDonough, hereby accept my appointment as registered agent for CARLISLE GROUP XII, 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 31, 2008


Brian J. McDonough

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