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No. 5181 P. 1/4

FLORIDA DIVISION OF CORPORATIONS

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FROM: TRIPP, SCOTT, CONKLIN & SMITH
075350000065

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NAME: THIRD AND NINTH, LTD.

AUDIT NUMBER.....H98000001640

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 3

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
THIRD AND NINTH, LTD.**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership ("Partnership") is: Third and Ninth, Ltd.
2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act") is: 888 S.E. 3rd Avenue, Suite 201, Fort Lauderdale, Florida 33316.
3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is: Peter G. Herman, 888 S.E. 3rd Avenue, Suite 201, Fort Lauderdale, Florida 33316.
4. The name and business address of the General Partner of the Partnership is as follows:

Third and Ninth General Partner, L.C.
888 S.E. 3rd Avenue, Suite 201
Fort Lauderdale, Florida 33316
5. A mailing address for the Partnership is as follows:

888 S.E. 3rd Avenue, Suite 201
Fort Lauderdale, Florida 33316
6. The latest date upon which the Partnership is to dissolve is January 1, 2037, unless otherwise continued in accordance with the terms of an Amendment to this Certificate of Limited Partnership.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal to this Certificate this 5th day of January, 1998.

GENERAL PARTNER:


Peter G. Herman, Manager
Third and Ninth General Partner, L.C.

H98000001640

Prepared By: Matthew Zifrony, Esq.
Bar No. 0885487
Tripp, Scott, Conklin & Smith
P.O. Box 14245
Ft. Lauderdale, FL 33302
(954)525-7500

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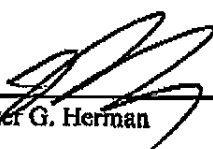
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**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

THE UNDERSIGNED, named as the agent for service of process in paragraph three of the Certificate of Limited Partnership of Third and Ninth, Ltd., hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act (1986).



Peter G. Herman

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