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NAME: PHAEDRA, LTD.  
AUDIT NUMBER.....H98000011432  
DOC TYPE.....FLORIDA LIMITED PARTNERSHIP  
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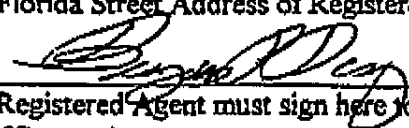
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CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
PHAEDRA, LTD.

1. PHAEDRA, LTD.  
(Name of Limited Partnership must contain a suffix such as "Limited", "Ltd." or "Limited Partnership").
2. C/O Bryan P. Day, 7355 S.W. 87th Avenue, Suite 300, Miami, Florida 33173  
(The Business Address of Limited Partnership)
3. Bryan P. Day  
(Name of Registered Agent for Service of Process)
4. C/O Bryan P. Day, 7355 S.W. 87th Avenue, Suite 300, Miami, Florida 33173  
(Florida Street Address of Registered Agent)
5.   
(Registered Agent must sign here to accept designation of Registered Agent for Service of Process).
6. C/O Bryan P. Day, 7355 S.W. 87th Avenue, Suite 300, Miami, Florida 33173  
(The mailing Address of Limited Partnership).
7. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2026.
8. 

NAME OF GENERAL PARTNER	SPECIFIC ADDRESS
DAYBREAK PROPERTY	c/o BRYAN P. DAY
MANAGEMENT, INC.	7355 S.W. 87th Avenue, Suite 300
	Miami, Florida 33173

Signed this 12 day of June, 1998. Signature of all general partners.

DAYBREAK PROPERTY MANAGEMENT, INC.

BY:

  
BRYAN P. DAY, PresidentPrepared By:  
Harleston R. Wood, Esq.  
1000 Brickell Avenue, Suite 300  
Miami, Florida 33131  
Tel: (305) 358 - 1000  
Fla. Bar No. 291757FILED  
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PHAEDRA LTD.

## AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the General Partners of PHAEDRA, LTD., a Florida Limited Partnership, certify as follows:

The total amount of capital contributions to date of the Limited Partners is \$1,000.00

The total amount contributed and anticipated to be contributed by the Limited Partners at this time totals \$1,000.00

This 17 day of JUNE, 1998.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

Signed this 17 day of JUNE, 1998. Signature of all General Partners:

DAYBREAK PROPERTY MANAGEMENT, INC.

BY:

  
BRYAN F. DAY, President

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PHAEDRA, LTD.

REGISTERED AGENT DESIGNATION

NAME AND ADDRESS OF REGISTERED AGENT:

BRYAN P. DAY  
7355 S.W. 87th Avenue, Suite 300  
Miami, Florida 33173

I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT FOR PHAEDRA,  
LTD.

  
BRYAN P. DAY

12 day of JUNE, 1998.

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