CAPITAL CONNECTION, INC. 417 / Virgi lia tra / Sur. 1 / Talahalsa / Fbrila 3380 (859/224-8170 - 800-314806 - Fk (8-0)222-222

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CERTIFICATE OF LIMITED PARTNERSHIP OF TRICONY SARASOTA, LTD., A Florida Limited Partnership

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states the following:

- 1. The name of the Limited Partnership is TRICONY SARASOTA, LTD. (the "Partnership").
 - 2. The address of the office of the Partnership is:

c/o Mr. Rick Torres 313½ Worth Avenue Suite B-1 Palm Beach, Florida 33480

3. The name and address of the agent for service of process on the Partnership is:

B & C Corporate Services, Inc. Miami Center, Suite 3000 201 South Biscayne Boulevard Miami, Florida 33131

4. The name and business address of the General Partner is:

Tricony Sarasota Corp.
313½ Worth Avenue PAYWOUTYS

Palm Beach, Florida 33480

5. The mailing address of the Partnership is:

313½ Worth Avenue Suite B-1 Palm Beach, Florida 33480

6. The latest date upon which the Partnership will dissolve is December 31, 2048.



A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest, shall be executed in the Partnership name by the General Partner.

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the sole General Partner of TRICONY SARASOTA, LTD. this 28th day of July, 1998.

GENERAL PARTNER:

TRICONY SARASOTA CORP.

Vice President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for TRICONY SARASOTA, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

B & C CORPORATE SERVICES, INC.

Name:

Title:

Vice President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

NEWYORK STATE OF FLORIDA)) ss: COUNTY OF NOWYORK)



BEFORE ME, the undersigned personally appeared EDWARD TORRES, Vice President of TRICONY SARASOTA CORP., the sole general partner of TRICONY SARASOTA, LTD., a Florida limited partnership (the "Partnership"), who upon being duly sworn, certified as follows:

The total initial amount of capital contributions and anticipated capital contributions by the partners is \$10,000.00.

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.

GENERAL PARTNER:

By: Manual Torres
Vice President

The foregoing instrument was acknowledged before me this 28th day of July, 1998, by EDWARD TORRES as Vice President of TRICONY SARASOTA CORP., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced ______ as identification.

Signature of Notary Rublic)

FRANK J. MANGIERI
Notary Public, State of New York
No. 02MA5016915
Qualified in Westchester County
Commission Expires August 23, 19959

(Typed name of Notary Public) Notary Public, State of Florida

Commission No.:

My commission expires: