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FLORIDA DIVISION OF CORPORATIONS

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((H98000018548 1))

A9800002313

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FROM: RASCO, REININGER & PEREZ, P.A.
104076000124

ACCT#:

CONTACT: CARLOS A GATO
PHONE: (305) 261-0500
(305) 267-1787

FAX #:

NAME: CENTURY VENETIA LAKES, LTD.

AUDIT NUMBER.....H98000018548

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....1

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P. 02/03

AUDIT NO.: H98000018548

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
CENTURY VENETIA LAKES, LTD.**

CENTURY VENETIA LAKES, LTD.

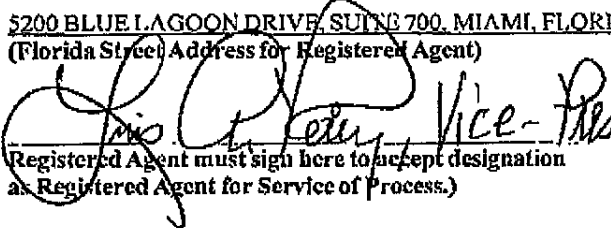
(Name of the Limited Partnership; must contain a suffix such
as "Limited", "Ltd." or "Limited Partnership")

901 S.W. 69TH AVENUE, MIAMI, FLORIDA 33144
(The Business Address of Limited Partnership)

MIAMI CORPORATE SYSTEMS, INC.

(Name of Registered Agent for Service of Process)

5200 BLUE LAGOON DRIVE, SUITE 700, MIAMI, FLORIDA 33126
(Florida Street Address for Registered Agent)


(Registered Agent must sign here to accept designation
as Registered Agent for Service of Process.)

901 S.W. 69TH AVENUE, MIAMI, FLORIDA 33144
(The Mailing Address of the Limited Partnership)

1. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2036.

2. NAME OF GENERAL PARTNER(S)	SPECIFIC ADDRESS
CENTURY MANAGEMENT GROUP, INC., a Florida corporation	901 S.W. 69 TH Avenue Miami, Florida 33144

Signed this 30 day of September, 1998.

Signature of general partner:

CENTURY MANAGEMENT GROUP, INC.,
a Florida corporation


SERGIO PINO, President

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DIVISION OF CORPORATIONS
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AUDIT NO: H98000018548
Prepared by: Jorge M. Vigil, Esq.
RASCO REININGER & PEREZ, P.A.
5200 BLUE LAGOON DRIVE, #700
MIAMI FLORIDA 33126/ (305) 261-0500
FLORIDA BAR NO. 224707

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the general partners of CENTURY VENETIA LAKES, LTD., a Florida Limited Partnership, certify as follows:

The amount of capital contributions to date of the limited partner is \$2,000,000.00

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$2,000,000.00.

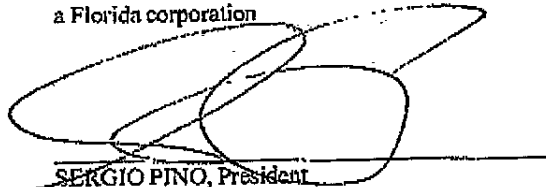
This 30 day of September, 1998.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

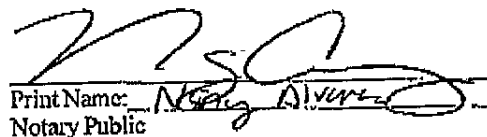
CENTURY MANAGEMENT GROUP, INC.,
a Florida corporation

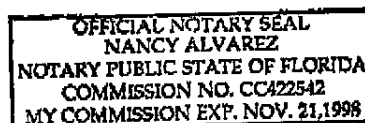

SERGIO PINO, President

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STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 30 day of September, 1998, by SERGIO PINO, the President of CENTURY MANAGEMENT GROUP, INC., who is personally known to me or who have produced _____ as identification.


Print Name: Nancy Alvarez
Notary Public



AUDIT NO.: H98000018548