

A98000002509

TRANSMITTAL LETTER

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399
(850) 487-6052

November 2, 1998

From: Law Offices of James Pruden, P.A.
370 W. Camino Gardens Blvd., Suite 210
Boca Raton, FL. 33432
Phone 561 417-4644

100002680151--3
-11/04/98-01051-006
***1837.50 ***1837.50

SUBJECT: The Las Olay Fund, Ltd.,

Enclosed please find the following:

1. The original and one copy of Certificate Of Limited Partnership
2. Affidavit of Capital Contribution
3. The original and one copy of Certificate of Registered Agent's Appointment & Acceptance
4. A check in the amount of \$1,837.50 for:
 - (a) Certified copy of Certificate of Status
 - (b) Certificate of Limited Partnership with estimated capital contributions of \$10,000,000.00
 - (c) Certificate of Registered Agent's Appointment & Acceptance

FILED
 98 NOV -4 PM 4:39
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

As this filing is timely, please Federal Express the certified copy of certificate of status to my office and charge my Fed-X account #220636771.

If you have any questions or need any further information, please feel free to contact me at the address or telephone number provided above.

Thank you for your assistance,



James Pruden, Esq.

A98-2509

Name	CR-11-6
Availability	
Document Examiner	CR
Updater	CR
Updater Verifier	CR
Acknowledgment	CR
W. P. Verifier	CR

CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, certify as follows:

Article 1

Name of Limited Partnership

The name of the Limited Partnership is:

THE LAS OLAS FUND, Ltd..

Article 2

Office for Maintenance of Business Records

The address of the office at which the records of the Limited Partnership will be kept, as required by Section 620.106 of the Florida Statutes, is:

2400 East Commercial Blvd., Suite 211
Fort Lauderdale, FL. 33308

Article 3

Agent for Service of Process

The name and address of the Partnership's agent for service of process in Florida is:

James L Pruden, Esq.
370 W. Camino Gardens Blvd., Suite 210
Boca Raton, FL. 33432

Article 4

General Partners

The name and business address of each General Partner in the Limited Partnership is as follows:

Windstar Management, Inc.
2400 East Commercial Blvd., Suite 211
Fort Lauderdale, FL. 33308

Salt Water Advisors, Inc.
2550 North Federal Highway, Suite 1
Fort Lauderdale, FL. 33305

Article 5

Address of Partnership

The mailing address of the Limited Partnership is:

The Las Olas Fund, Ltd.
C/O Windstar Management, Inc.
2400 East Commercial Blvd., Suite 211
Fort Lauderdale, FL. 33308

98 NOV -4 PM 4:30
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Article 6
Date of Dissolution**

The latest date on which the Limited Partnership is to dissolve is:

December 31, 2010

**Article 7
Effective Date**

This certificate will become effective, and the Limited Partnership will be formed, on November 5, 1998 .

Dated this 2nd day of November 1998.
Fort Lauderdale, Florida

General Partners

Windstar Management, Inc.

By: 

Theodore Farnsworth, President

Salt Water Advisors, Inc.

By: 

Charles H. Nitenson, President

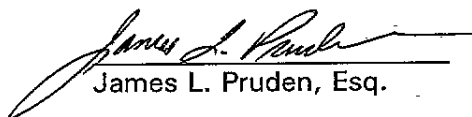
FILED
98 NOV -4 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

Pursuant to the provisions of Section 620.105, Florida Statutes, The Las Olas Fund, Ltd., a Limited Partnership existing under the laws of the State of Florida with its principal office and mailing address at is 2400 East Commercial Blvd., Suite 211 Fort Lauderdale, FL. 33308 has named James L. Pruden, Esq., whose address is 370 W. Camino Gardens Blvd., Suite 210, Boca Raton, FL. 33432 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Limited Partnership, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


James L. Pruden, Esq.

FILED
98 NOV -4 PM 4: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA