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From: Account Name : GREENBERG TRAUIG (WEST PALM BEACH)
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA LIMITED PARTNERSHIP

CSC Clearwater Landing, Ltd.

Certificate of Status	0
Certified Copy	1
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H99000013817 4

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
CSC CLEARWATER LANDING, LTD.**

The undersigned desiring to form a limited partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), hereby states the following:

1. Name of Limited Partnership. The name of the limited partnership is:

CSC Clearwater Landing, Ltd. (the "Partnership")

2. Address of the Partnership. The office address of the Partnership is located at:

250 Australian Avenue South, Suite 1003
West Palm Beach, Florida 33401

3. Registered Agent and Office. The name and address of the Registered Agent of the Partnership for service of process are:

GNOLHCS, Inc.
250 Australian Avenue South, Suite 1003
West Palm Beach, Florida 33401

4. Name and Address of the General Partner. The name and address of the General Partner of the Partnership are:

GNOLHCS, Inc.
250 Australian Avenue South, Suite 1003
West Palm Beach, FL 33401

5. Mailing Address of the Partnership. The mailing address of the Partnership is:

250 Australian Avenue South, Suite 1003
West Palm Beach, Florida 33401

6. Dissolution of the Partnership. The latest date upon which the Partnership is to dissolve is December 31, 2029.

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

David M. Layman, Esq.
777 S. Flagler Dr., Suite 300E
West Palm Beach, FL 33401
(561) 650-7900
FL Bar #0294470

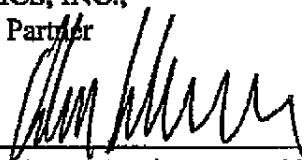
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IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership this 7th day of June, 1999.

GNOLHCS, INC.,
General Partner

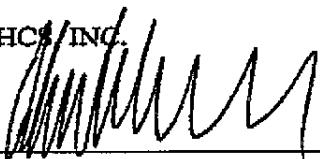
By: 
Adam Schlesinger, President

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP, AT THE PLACE DESIGNATED IN SECTION 3 OF THIS CERTIFICATE OF LIMITED PARTNERSHIP, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

Dated this 7th day of June, 1999.

GNOLHCS, INC.

By: 
Adam Schlesinger, President

H99000013817 4

H99000013817 4

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting the General Partner of CSC Clearwater Landing, Ltd., a Florida limited partnership, certifies:

1. The amount of capital contributions to date of the limited partners is \$1,000.00.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,000.00.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Dated: June 7th 1999.

GNOLHCS, INC.,
General Partner

By: _____


Adam Schlesinger, President

H99000013817 4