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Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

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To: Division of Corporations  
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From: Account Name : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.  
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FLORIDA LIMITED PARTNERSHIP

Longwood United, Ltd.

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Estimated Charge	\$140.00

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FA#: H99-25067

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
LONGWOOD UNITED LTD.**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership is Longwood United Ltd. (the "Partnership").
2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act") is 222 Lakeview Ave., Suite 800, West Palm Beach, Florida 33401.
3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is Marvin Rosen at 222 Lakeview Ave., Suite 800, West Palm Beach, Florida 33401.
4. The name and business address of the General Partner of the Partnership is as follows:

GENERAL PARTNER

Ashley General, Inc.

BUSINESS ADDRESS

222 Lakeview Ave., Suite 800  
West Palm Beach, Florida 33401

5. A mailing address for the Partnership is 222 Lakeview Ave., Suite 800, West Palm Beach, Florida 33401.
6. The latest date upon which the Partnership is to dissolve is December 31, 2050, unless terminated sooner in accordance with the provisions of the Limited Partnership Agreement.

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IN WITNESS WHEREOF, the undersigned, being the general partner of the Partnership, has duly executed this Certificate of Limited Partnership of Longwood United Ltd., this 30th day of September, 1999, for filing in accordance with Section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986).

This Certificate of Limited Partnership shall be effective upon filing.

GENERAL PARTNER:

ASHLEY GENERAL, INC.

By: Marvin Rosen  
Marvin Rosen, Incorporator

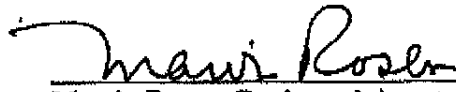
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**ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT**

THE UNDERSIGNED, named as the agent for service of process in paragraph three of the Certificate of Limited Partnership of Longwood United Ltd., hereby accepts the appointment as such registered agent, and acknowledges that it is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act (1986).

DATED this 30th day of September, 1999.

  
Marvin Rosen, Registered Agent

FA#: H99- 25067

**AFFIDAVIT DECLARING AMOUNT OF  
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF  
LONGWOOD UNITED LTD.**

The undersigned, being the General Partner of Longwood United Ltd. (the "Partnership"),  
a Florida limited partnership, certifies as follows:

Upon the formation of the Partnership, the limited partners' contributions of cash and  
property to the Partnership have a value of \$100.00. No additional capital contributions are  
anticipated to be made by the limited partner.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State  
of the State of Florida, along with the Certificate of Limited Partnership.

**FURTHER AFFLIANT SAYETH NOT.**

Under the 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:**

**ASHLEY GENERAL, INC.**

By: Marvin Rosen  
Marvin Rosen, Incorporator