

DEC. -21' 99 (TUE) 16:48 BILZIN, SUMBERG, ET. AL
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To: Division of Corporations
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Account Number : 075350000132
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FLORIDA LIMITED PARTNERSHIP

The OPT Real Estate Limited Partnership

Certificate of Status	1
Certified Copy	1
Page Count	04
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Availability	OK
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE OPT REAL ESTATE LIMITED PARTNERSHIP**

The undersigned, desiring to form a limited partnership in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, as set forth in Sections 620.101 to 620.192, Florida Statutes, as amended, hereby states the following:

1. The name of the limited partnership is THE OPT REAL ESTATE LIMITED PARTNERSHIP, a Florida limited partnership (the "Limited Partnership").
2. The address of the registered office of the Limited Partnership is:

18700 Lake Iola Road
Dade City, Florida 33525.
3. The name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, as amended, are:

Clifton Pottberg
18700 Lake Iola Road
Dade City, Florida 33525.
4. The name and business address of the general partner of the Limited Partnership are:

The OPT Real Estate, LLC
18700 Lake Iola Road
Dade City, Florida 33525.
5. The mailing address for the Limited Partnership is:

18700 Lake Iola Road
Dade City, Florida 33525.

This instrument prepared by:
Christopher H. Sain, Esquire
Florida Bar No. 0090115
BILZIN SUMBERG DUNN PRICE & AXELROD LLP
2500 First Union Financial Center
Miami, Florida 33131-2336
Telephone: 305-374-7580

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6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2050.

The execution of this Certificate of Limited Partnership on behalf of the undersigned sole general partner constitutes an affirmation that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed in the name and on behalf of the general partner of the Limited Partnership as of the 17 day of December, 1999

THE OPT REAL ESTATE, LLC, a Florida
limited liability company

By: _____

Clifton Pottberg
Clifton Pottberg, Manager

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, as Manager and on behalf of THE OPT REAL ESTATE, LLC, a Florida limited liability company (the "Company") which has been designated as registered agent for THE OPT REAL ESTATE LIMITED PARTNERSHIP, a Florida limited partnership (the "Limited Partnership"), in the foregoing Certificate of Limited Partnership of the Limited Partnership, hereby agrees that the Company will accept service of process for and on behalf of the Limited Partnership and that the Company will comply with any and all laws, including, without limitation, Section 620.192, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated: December 17, 1999

THE OPT REAL ESTATE, L.C., a Florida
limited liability company

By: _____

Clifton Potberg
Clifton Potberg, Manager

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Fax Audit No. H99- 32706AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS.:
 COUNTY OF Miami-Dade)

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 TALLAHASSEE, FLORIDA

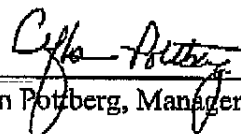
BEFORE ME, the undersigned authority, a notary public authorized to administer oaths and to take acknowledgments in and for the State and County aforesaid, personally appeared Clifton Pottberg ("Affiant"), as the Manager of The OPT REAL ESTATE, LLC, a Florida limited liability company (the "Company"), which is the general partner of THE OPT REAL ESTATE LIMITED PARTNERSHIP, a Florida limited partnership (the "Limited Partnership"), who, after first being duly sworn on oath, deposes and says as follows on behalf of the Company:

1. Affiant is the Manager and duly authorized to act on behalf of the Company, which is the general partner of the Limited Partnership.

2. As of the date hereof, the limited partners of the Limited Partnership have actually contributed to the Limited Partnership an aggregate of \$0.00 of the total amount of \$1,485,000.00 in capital contributions anticipated to be contributed to the Limited Partnership by its limited partners.

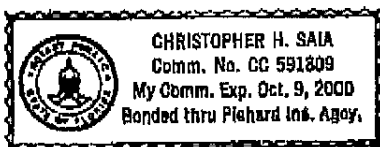
3. Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.


FURTHER AFFIANT SAYS NAUGHT.


 Clifton Pottberg, Manager

THE FOREGOING INSTRUMENT was sworn to and subscribed before me this 17 day of December, 1999, by Clifton Pottberg, as Manager of The OPT Real Estate, LLC, a Florida limited liability company, on behalf of such company; said individual is personally known to me or has produced a driver's license as identification.

My Commission Expires:
 [NOTARIAL SEAL]




 Print Name: C. H. Saia
 NOTARY PUBLIC, State of Florida
 Serial No., if any: _____

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