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From: Account Name : BILZIN, SUMBERG BAENA PRICE & AXELROD LLP.
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FOREIGN LIMITED PARTNERSHIP

Berkowitz Limited Partnership

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[Signature]

* Fax Audit No. H05- 0001813233

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP
FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. The name of the limited partnership is BERKOWITZ LIMITED PARTNERSHIP (the "Limited Partnership").

2. The Limited Partnership was established under the laws of the State of Delaware on February 24, 2004.

3. The address of the Florida registered office of the Limited Partnership is:

2665 South Bayshore Drive, Suite 1200
Miami, Florida 33133;

and the name and address of its agent for service of process are:

Berkowitz Development Group, Inc.
2665 South Bayshore Drive, Suite 1200
Miami, Florida 33133.

4. The names and business address of the sole general partner of the Limited Partnership are:

Berkowitz, LLC, a Delaware limited liability company
2665 South Bayshore Drive, Suite 1200
Miami, Florida 33133.

MOS-4202

5. The registered agent and registered office of the Limited Partnership in its State of formation are:

National Registered Agents, Inc.
160 Greentree Drive, Suite 101
Dover, Delaware 19904 .

6. The mailing address and principal office for the Limited Partnership are:

2665 South Bayshore Drive, Suite 1200
Miami, Florida 33133.

7. The Limited Partnership will undertake to keep the records listing the addresses and capital contributions of the limited partners at its principal office until the Limited Partnership's registration in Florida is cancelled or withdrawn.

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IN WITNESS WHEREOF, this Application by Foreign Limited Partnership has been executed in the name and on behalf of the undersigned sole general partner of the Limited Partnership as of the 25 day of July, 2005.

Berkowitz, LLC, a Delaware limited liability company, its general partner

By: 
Jeffrey L. Berkowitz, Manager

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, Jeffrey L. Berkowitz, as the President of Berkowitz Development Group, Inc., a Florida corporation (the "Corporation"), which has been designated as registered agent for Berkowitz Limited Partnership, a Delaware limited partnership (the "Partnership"), in the foregoing Application by Foreign Limited Partnership for Authorization to Transaction Business in Florida, hereby agrees that the Corporation will accept service of process for and on behalf of the Partnership and that the Corporation 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 limited partnership.

Dated: July 25, 2005.

Berkowitz Development Group, Inc., a Florida corporation

By: 
Jeffrey L. Berkowitz, President

Fax Audit No. H05-0001813233

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
COUNTY OF *Miami Dade*) SS:

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 Jeffrey L. Berkowitz ("Affiant"), in such individual's capacity as Manager of Berkowitz, LLC, a Delaware limited liability company (the "Company"), which Company is the general partner of Berkowitz Limited Partnership, a Delaware 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 Company is the sole general partner of the Limited Partnership.

2. On the date hereof the limited partners of the Limited Partnership have actually contributed to the Limited Partnership an aggregate of \$ 3,811,081.52 of a maximum amount of up to \$4,405,081.52 in capital contributions allocable to the State of Florida for the purpose of transacting business 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.

[Handwritten Signature]

Jeffrey L. Berkowitz

THE FOREGOING INSTRUMENT was sworn to and subscribed before me this 25 day of July, 2005, by Jeffrey L. Berkowitz, as Manager of Berkowitz, LLC, a Delaware limited liability company (the "Company"), on behalf of such Company; such individual is personally known to me or has produced a driver's license as identification.

My Commission Expires:

[NOTARIAL SEAL]

[Handwritten Signature]

Print Name: _____
NOTARY PUBLIC, State of Florida



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Delaware

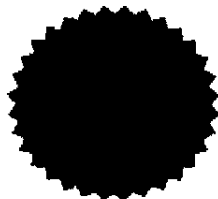
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BERKOWITZ LIMITED PARTNERSHIP" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF JUNE, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

H050001813233



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3972310

DATE: 06-23-05

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