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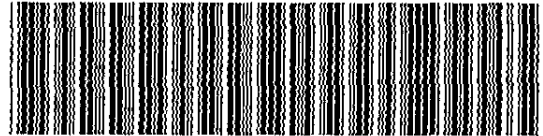
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DIVISION OF CORPORATION

[Handwritten signature]

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03 JUN 18 PM 2:17
STATE OF FLORIDA
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 136380 7135588

AUTHORIZATION : *Patricia Piguit*

COST LIMIT : \$ 140.00

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SIGNATURE FILE
TALLAHASSEE, FLORIDA

ORDER DATE : June 18, 2003

ORDER TIME : 10:42 AM

ORDER NO. : 136380-010

CUSTOMER NO: 7135588

CUSTOMER: Jonathan Feuerman, Esq
Therrel Baisden, P.a.
Suite 2400, Suntrust
International Center One S.e.
Miami, FL 33131

DOMESTIC FILING

NAME: JACOBS 21, LTD.

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2

EFFECTIVE DATE:

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115
EXAMINER'S INITIALS: _____

CERTIFICATE OF LIMITED PARTNERSHIP

OF

JACOBS 21, LTD.

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TALLAHASSEE FLORIDA

The undersigned General Partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is JACOBS 21, LTD.
2. The address of the office of the Partnership is: 2333 Brickell Avenue, #2316, Miami, Florida 33129.
3. The name and address of the agent for service of process on the Partnership is JONATHAN FEUERMAN, ESQ., Therrel Baisden, P.A., SunTrust International Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131.

4. The name and business address of the corporate General Partner is as follows:

PJ 21, INC.,
a Florida corporation
2333 Brickell Avenue, #2316
Miami, Florida 33129

PO3 000067603

5. The mailing address of the Partnership is: 2333 Brickell Avenue, #2316, Miami, Florida 33129.

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

7. The effective date of this Certificate of Limited Partnership shall be upon filing with the Department of State.

8. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by (a) PAUL S. JACOBS, as President of PJ 21, INC., a Florida corporation, as the General Partner of JACOBS 21, LTD. or (b) an authorized corporate officer, of PJ 21, INC., a Florida corporation, as General Partner of JACOBS 21, LTD.

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

03 JUL 18 PM 2:17 FILED

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of JACOBS 21, LTD. this 16th day of June, 2003.

GENERAL PARTNER

PJ 21, INC., a Florida corporation

By: Paul S. Jacobs
PAUL S. JACOBS, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for JACOBS 21, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of Registered Agent.

REGISTERED AGENT

By: Jonathan Fruerman
JONATHAN FRUERMAN

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

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TALLAHASSEE, FLORIDA
STATE

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared PAUL S. JACOBS, as President of PJ 21, INC., a Florida corporation, which is the General Partner of JACOBS 21, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", PAUL S. JACOBS, who upon being fully sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by each Limited Partner is as follows:

PAUL S. JACOBS 2333 Brickell Avenue, #2316 Miami, Florida 33129	<u>\$ 990.00</u>
Total	\$ 990.00

2. The amount of additional capital contributions anticipated to be contributed by each Limited Partner is as follows:

PAUL S. JACOBS 2333 Brickell Avenue, #2316 Miami, Florida 33129	<u>\$ -0-</u>
Total	\$ -0-

FURTHER AFFIANT SAITH NAUGHT.

Under 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.

03 JUN 18 PM 7:47
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CLERK OF COUNTY
JACKSONVILLE, FLORIDA

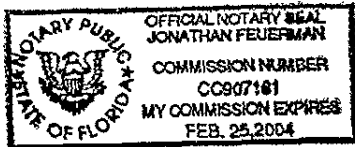
GENERAL PARTNER:

PJ 21, INC., a Florida corporation

By: Paul S. Jacobs
PAUL S. JACOBS, President

Dated: June 16, 2003

The foregoing instrument was acknowledged before me this 16th day of June, 2003, by PAUL S. JACOBS, as President of PJ 21, INC., a Florida corporation, the General Partner of the Partnership, who is personally known to me or has produced _____ as identification.



[Signature]
Notary Public, State of Florida
at Large

JONATHAN FEUERMAN

Print/Type or Stamp Notary Name
Commission No. (if any) _____

My Commission Expires: _____