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Division of Corporations

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Division of Corporations

Fax Number : (850)205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255 Phone : (305)634-3694 Fax Number : (305)633-9696 OZ APR 11 AM 10: 29

FLORIDA LIMITED PARTNERSHIP

m.n.s. family partnership

Certificate of Status	0
Certified Copy	1
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CERTIFICATE OF LIMITED PARTNERSHIP

OF THE

M.N.S.

FAMILY LIMITED PARTNERSHIP

THIS CERTIFICATE is duly executed and filed pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), as amended (the "Act"), in order to form a limited partnership under the Act.

- (a) <u>Name</u>. The name of the subject limited partnership is the M.N.S. Family Limited Partnership (the "Partnership").
- (b) <u>Recordkeeping Office</u>. The address of the office at which the Partnership shall keep the records required to maintained under the Act is:

2645 South Bayshore Drive, Unit 1202 Coconut Grove, FL 33133

Registered Agent; Registered Office. The name and address of the agent for service of process on the Partnership required to be maintained under the Act are:

Jonathan H. Green & Associates, P.A. 799 Brickell Plaza, Suite 700 Miami, FL 33131

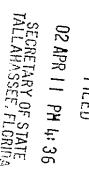
(c) <u>General Partner</u>. The names and business address of the General Partner(s) are:

Martin Schleifer, Trustee Martin Schleifer Revocable Living Trust 2645 South Bayshore Drive, Unit 1202 Coconut Grove, FL 33133

Nancy Schleifer, Trustee Nancy Schleifer Revocable Living Trust 2645 South Bayshore Drive, Unit 1202 Coconut Grove, FL 33133

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LAW OFFICES JONATHAN H. GREEN & ASSOCIATES, P.A.



(d) Mailing Address. The mailing address of the Partnership is:

Martin & Nancy Schleifer 2645 South Bayshore Drive, Unit 1202 Coconut Grove, FL 33133

(e) <u>Term.</u> The latest date upon which the Partnership is to dissolve is December 31, 2052.

IN WITNESS WHEREOF, the general partner has duly executed this

Certificate, this 10 day of April , 2002

MARTIN SCHLEIFER, Trustee MARTIN SCHLEIFER REVOCABLE LIVING TRUST, General Partner

NANCY SCHLEIFER, Trustee NANCY SCHLEIFER REVOCABLE

LIVING TRUST, General Partner

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

TO THE

M.N.S.

FAMILY LIMITED PARTNERSHIP

The undersigned, the general partner of the M.N.S. Family Limited Partnership, a Florida limited partnership, hereby certify that:

The amount of the capital contributions of the limited partners to date is:

\$0.00

The total amount anticipated to be contributed by the limited partners is:

\$5,000,000.00

FURTHER AFFLANTS SAYETH NOT.

Under penalties of perjury, the undersigned declare that he has read the foregoing and knows the contents of the foregoing, and that the facts stated in the foregoing are true and correct.

Dated: 40Y1 10___, 2002.

MARTIN SCHLEIFER, Trustee

MARTIN SCHLEIFER REVOCABLE

LIVING TRUST

NANCY SCHLEIFER, Trustee

NANCY SCHLEIFER RÉVOCABLE

LIVING TRUST

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CONSENT TO SERVE AS REGISTERED AGENT

FOR THE

M.N.S.

FAMILY LIMITED PARTNERSHIP

Having been appointed to serve in the State of Florida as the registered agent of, and to accept service of process for, the M.N.S. Family Limited Partnership, the undersigned hereby accepts said appointment and agrees to serve as said registered agent. The undersigned further agrees to comply with the provisions of all Florida statutes relative to the proper and complete performance of the undersigned's duties, and hereby acknowledges that the undersigned is familiar with and accepts the obligation of the undersigned's position as said registered agent.

Dated: April 10th 2002.

JONATHAN H. GREEN & ASSOCIATES, P.A. a Florida/Corporation

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