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From:  
Account Name : KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.  
Account Number : 073707002173  
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FLORIDA LIMITED PARTNERSHIP

NGZ MANAGEMENT, LTD.

|                   |                       |          |
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Jan. 7. 2003 11:46AM

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### CERTIFICATE OF LIMITED PARTNERSHIP

Pursuant to Section 620.108 of the Florida Statutes, the following statement is made:

1. The name of the Limited Partnership is NGZ Management, Ltd.
2. The address of the office and the name and address of the agent for service of process required to be maintained by Section 620.105 of the Florida Statutes is:

Mitchell F. Green  
KRAMER, GREEN, ZUCKERMAN, GREENE & BUCHSBAUM, P.A.  
4000 Hollywood Blvd., Suite 485 South  
Hollywood, Florida 33021

3. The name and business address of the General Partner is:

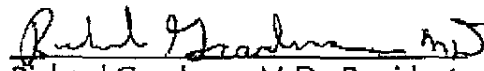
NGZ General Partners, Inc.  
21110 Biscayne Blvd., Suite 303  
Aventura, FL 33180

P03000000 2099

4. The mailing address and street address for the Limited Partnership is :

21110 Biscayne Blvd., Suite 303  
Aventura, FL 33180

5. The latest date upon which the Limited Partnership is to dissolve is December 31, 2038.

 Pres  
Richard Goodman, M.D., President,  
NGZ General Partners, Inc., General Partner

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TALLAHASSEE, FLORIDA

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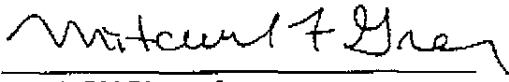
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STATE OF FLORIDA                    }  
  }  
COUNTY OF BROWARD    }

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Richard Goodman, M.D., President of NGZ General Partner, Inc., the General Partner of NGZ Management, Ltd., to me known to be the person described in and who executed the foregoing Certificate of Limited Partnership and he acknowledged before me that he executed the same. He is personally known to me or produced \_\_\_\_\_ as identification and he took an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 6<sup>th</sup> day of January, 2003.

  
\_\_\_\_\_  
NOTARY PUBLIC

(seal)



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TALLAHASSEE, FLORIDA

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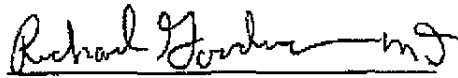
### LIMITED PARTNERSHIP AFFIDAVIT

STATE OF FLORIDA                    }  
   }  
COUNTY OF MIAMI - DADE        }

Pursuant to Section 620.108 of the Florida Statutes, the following statement is made:

1. The undersigned is the sole General Partner of NGZ Management, Ltd.
2. The amount of the original capital contributions of the Limited Partners is \$990.00. The additional amount anticipated to be contributed by the Limited Partners is \$0.

FURTHER AFFIANT SAYETH NAUGHT.

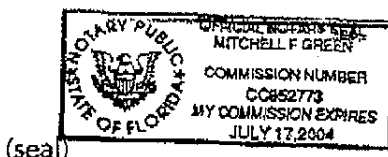
  
Richard Goodman, M.D., President,  
NGZ General Partners, Inc., General Partner

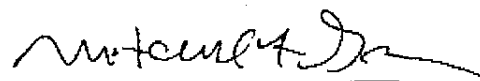
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TALLAHASSEE, FLORIDA

STATE OF FLORIDA                    }  
   }  
COUNTY OF ~~MIAMI~~ <sup>Broward</sup> DADE        }

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Richard Goodman, M.D., President of NGZ General Partners, Inc., the General Partner of NGZ Management, Ltd., to me known to be the persons described in and who executed the foregoing Limited Partnership Affidavit and he acknowledged before me that he executed the same. He is personally known to me or who did produce \_\_\_\_\_ as identification and he did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 6<sup>th</sup> day of January, 2003.



  
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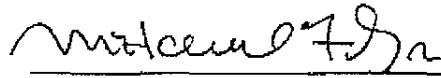
**ACKNOWLEDGMENT OF APPOINTMENT OF REGISTERED AGENT**

**NGZ MANAGEMENT, LTD.**

The undersigned, having been named the Registered Agent for the above Limited Partnership at 4000 Hollywood Boulevard, Suite 485 South, Hollywood, Florida 33021, the undersigned hereby accepts the same and agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the registered office open.

Dated: January 6, 2003.

REGISTERED AGENT:

  
\_\_\_\_\_  
Mitchell F. Green

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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