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Aug-27-03 5:31PM;

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Division of Corporations

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**Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : LAWRENCE B. JURAN, P.A.
Account Number : 120000000008
Phone : (561) 630-5055
Fax Number : (561) 630-9660

**FLORIDA LIMITED PARTNERSHIP
PARTNERS EQUITY ACQUISITIONS, LTD.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$140.00

*JB
R. ZB-BB*

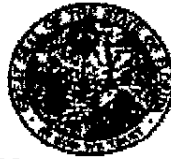
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Department of State 8/22/2003 12:42 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 22, 2003

LAWRENCE B. JURAN, PA

SUBJECT: PARTNERS EQUITY ACQUISITIONS, LTD.
REF: W03000023911

RECEIVED
03 AUG 28 AM 8:09
DIVISION OF CORPORATION

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The general partner's name is "PARTNER EQUITY ACQUISITIONS GP, LLC". Please correct Number 4 of the certificate of limited partnership.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

FAX And. #: H03000258570
Letter Number: 403A00047692

03/08/2003 11:38:34
APPROVED
AND
FILED

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**CERTIFICATE OF LIMITED
PARTNERSHIP OF
PARTNERS EQUITY ACQUISITIONS, LTD.**

The undersigned, desiring to form a limited partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), hereby states the following:

1. Name of Limited Partnership. The name of the limited partnership is:

Partners Equity Acquisitions, Ltd.
(the "Partnership")

2. Address of the Partnership. The office address of the Partnership is located at:

3801 PGA Boulevard, Suite 600
Palm Beach Gardens, Florida 33410

3. Registered Agent and Office. The name and address of the registered agent of the Partnership for service of process pursuant to Section 620.105, Florida Statutes, are:

REGSERV CORP.
3801 PGA Boulevard, Suite 600
Palm Beach Gardens, Florida 33410

4. Name and Address of the General Partner. The name and address of the sole general partner of the Partnership are:

K03000031266
Partners Equity Acquisitions GP, LLC
3801 PGA Boulevard, Suite 600
Palm Beach Gardens, Florida 33410

5. Mailing Address of the Partnership. The mailing address of the Partnership is:

3801 PGA Boulevard, Suite 600
Palm Beach Gardens, Florida 33410

6. Effective Date of Limited Partnership. The effective date of the Partnership shall be the date the Certificate is filed with the Secretary of State of Florida.

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7. Dissolution of the Partnership. The latest date upon which the Partnership is to dissolve is December 31, 2103.

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

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership this 20th day of August, 2003.

PARTNERS EQUITY ACQUISITIONS GP, LLC, a
Florida limited liability company, Sole General Partner

By: 

Patrick J. DiSalvo, Vice President

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP, AT THE PLACE DESIGNATED IN NUMBER 3 OF THIS CERTIFICATE OF LIMITED PARTNERSHIP, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

Dated this 20th day of August, 2003.

REGSERV CORP., a Florida corporation

By: 

Lawrence J. Diamond, Vice President

03 AUG 28 AM 9:25
FILED
AFFIDAVIT

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned notary public, personally appeared Patrick J. DiSalvo, Vice President of Partners Equity Acquisitions GP, LLC, a Florida limited liability company, which is the sole general partner of Partners Equity Acquisitions, Ltd., a Florida limited partnership (the "Partnership"), whose business address is 3801 PGA Boulevard, Suite 600, Palm Beach Gardens, Florida 33410, who, upon being duly sworn, certifies on behalf of the Partnership the following:

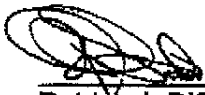
1. The amount of capital contributions to the Partnership made by the limited partners is \$1,000.00.
2. The amount anticipated to be contributed by the limited partners is \$0.00.

FURTHER AFFIANT SAYETH NOT:

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.

Dated: August 20th, 2003

PARTNERS EQUITY ACQUISITIONS, LLC, a Florida
limited liability company, Sole General Partner

By: 

Patrick J. DiSalvo, Vice President

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Sworn to and subscribed before me this 20th day of August, 2003 by Patrick J. DiSalvo, as Vice President of Partners Equity Acquisitions GP, LLC, a Florida limited liability company, on behalf of the limited liability company. Personally known X or produced _____ as identification.



Amy Ackard Lowe
MY COMMISSION # CCF34023 EXPIRES
May 11, 2004
BONDED THROUGH FARM INSURANCE, INC.

(NOTARIAL SEAL)

NOTARY PUBLIC

Sign: Amy Ackard Lowe

Print: _____

State of Florida at Large

My commission expires: _____

Serial Number, if any: _____

03 AUG 29 AM 9:34
SEAL OF THE
NOTARY PUBLIC