

MAR. 30. 2004 5:43PM

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Florida Department of State
Division of Corporations
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FLORIDA LIMITED PARTNERSHIP

SBD/WATERFRONT MEDIA LIMITED PARTNERSHIP

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$787.50

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NO.235

P29

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SBD/WATERFRONT MEDIA, INC.

March 30, 2004

Florida Department of State
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32301

Re: SBD/Waterfront Media Limited Partnership

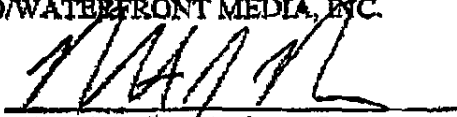
Dear Sir or Madam:

The undersigned, Assistant Secretary of SBD/Waterfront Media, Inc., hereby consents to and permits the use of the name "SBD/Waterfront Media Limited Partnership" by a similar entity in the State of Florida.

Sincerely yours,

SBD/WATERFRONT MEDIA, INC.

By:


Robert J. Robes, Assistant Secretary

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SBD/WATERFRONT MEDIA LIMITED PARTNERSHIP**

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1985), and Section 620.108 of the Florida Statutes, the undersigned, being the sole General Partner of SBD/WATERFRONT MEDIA LIMITED PARTNERSHIP hereby duly executes and files with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is SBD/WATERFRONT MEDIA LIMITED PARTNERSHIP (the "Limited Partnership").
2. The business address the Limited Partnership is:

5100 Town Center Circle, Suite 400
Boca Raton, Florida 33486
3. The mailing address the Limited Partnership is:

103 N. Meridian Street, Lower Level
Tallahassee, Florida 32301
4. The name of the registered agent for service of process required by Section 620.105 of the Florida Statutes is:

CORPDIRECT AGENTS, INC.
5. The Florida street address for the registered agent is:

103 N. Meridian Street, Lower Level
Tallahassee, Florida 32301
6. Acceptance of Appointment of Registered Agent:

Having been named the statutory registered agent of SBD/WATERFRONT MEDIA LIMITED PARTNERSHIP, at the place designated in this Certificate of Limited Partnership of SBD/WATERFRONT MEDIA LIMITED PARTNERSHIP, I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by Section 620.192 of the Florida Statutes and I agree to comply with the provisions of Florida law relative to keeping the registered office open.

CORPDIRECT AGENTS, INC.

By: [Signature]
Its: Agent

Dated: March 30TH, 2004.SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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7. The name and business address of the sole general partner is as follows:

SBD/WATERFRONT MEDIA, INC.
5100 Town Center Circle, Suite 400
Boca Raton, Florida 33486

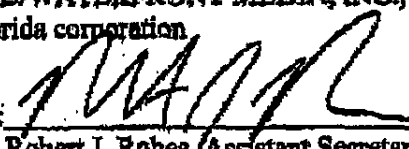
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8. The latest date upon which the limited partnership is to dissolve is December 31, 2053.

Under penalty of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

IN WITNESS WHEREOF, the sole General Partner has executed the foregoing Certificate of Limited Partnership on the 30th day of March, 2004 in accordance with Section 620.114 of the Florida Statutes.

SBD/WATERFRONT MEDIA, INC., a
Florida corporation

By: 

Robert J. Robes, Assistant Secretary

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AFFIDAVIT

THE UNDERSIGNED, constituting the sole general partner of SBD/WATERFRONT MEDIA LIMITED PARTNERSHIP, a Florida Limited Partnership, hereby certifies as follows:

1. The amount of capital contributions to date of the limited partners is: \$-0-.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100,000.00.

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.

Signed this 30th day of March, 2004.

SBD/WATERFRONT MEDIA, INC., a
Florida corporation

By: [Signature]
Robert J. Robes, Assistant Secretary

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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