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W05-15553

00500-00717-00671

FLORIDA LIMITED PARTNERSHIP

GB Partners, Ltd.

Certificate of Status	0
Certified Copy	1
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Fax Audit No. HQS-0000740883

CERTIFICATE OF LIMITED PARTNERSHIP
OF
GB PARTNERS, LTD.

The undersigned, desiring to form a limited partnership in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, as set forth in Sections 620.101 to 620.192, Florida Statutes, as amended, hereby states as follows:

1. The name of the limited partnership is GB PARTNERS, LTD., a Florida limited partnership (the "Limited Partnership").

2. The address of the principal office of the Limited Partnership is:

2665 South Bayshore Drive, Penthouse IIA
Miami, Florida 33133.

3. The registered office of the Limited Partnership is:

2665 South Bayshore Drive, Penthouse IIA
Miami, Florida 33133.

4. The name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, as amended, are:

GB Manager, LLC, a Florida limited liability company.
2665 South Bayshore Drive, Penthouse IIA
Miami, Florida 33133.

5. The name and business address of the sole general partner of the Limited Partnership are:

GB Manager, LLC, a Florida limited liability company.
2665 South Bayshore Drive, Penthouse IIA
Miami, Florida 33133.

6. The mailing address for the Limited Partnership is:

2665 South Bayshore Drive, Penthouse IIA
Miami, Florida 33133.

7. The latest date upon which the Limited Partnership is to dissolve is December 31, 2055.

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The execution of this Certificate of Limited Partnership on behalf of the undersigned sole general partner constitutes an affirmation that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the undersigned sole general partner of the Limited Partnership as of the ____ day of March, 2005.

GB MANAGER, LLC, a Florida limited liability company

By: 
Ezra Katz, member

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, who has been designated as registered agent for GB PARTNERS, LTD., a Florida limited partnership (the "Limited Partnership"), in the foregoing Certificate of Limited Partnership of the Limited Partnership, hereby agrees that it will accept service of process for and on behalf of the Limited Partnership and will comply with any and all laws, including, without limitation, Section 620.192, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated: March __, 2005.

GB MANAGER, LLC, a Florida limited liability company

By: 
Ezra Katz, member

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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

BEFORE ME, the undersigned authority, a notary public authorized to administer oaths and to take acknowledgments in and for the State and County aforesaid, personally appeared Ezra Katz ("Affiant"), as the member on behalf of GP MANAGER, LLC, a Florida limited liability company (the "Company"), who, after first being duly sworn on oath, deposes and says as follows on behalf of the Company:

1. Affiant is duly authorized to act on behalf of the Company, and the Company is the sole general partner of GB PARTNERS, LTD., a Florida limited partnership (the "Limited Partnership").

2. As of the date hereof, the limited partners of the Limited Partnership have actually contributed to the Limited Partnership an aggregate of \$1.00 of an aggregate amount of up to \$1000.00 in capital contributions anticipated to be contributed to the Limited Partnership by its limited partners.

3. Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.


Ezra Katz

THE FOREGOING INSTRUMENT was acknowledged, sworn to and subscribed before me this 24th day of March, 2005, by Ezra Katz, as the member on behalf of GP MANAGER, LLC, a Florida limited liability company; said individual is personally known to me.

My Commission Expires:

[NOTARIAL SEAL]


Print Name: Linda S. Shwake
NOTARY PUBLIC, State of Florida

