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FLORIDA LIMITED PARTNERSHIP

Otto Fred Limited Partnership

Certificate of Status	1
Certified Copy	0
Page Count	04
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CERTIFICATE OF LIMITED PARTNERSHIP

1. The name of the Limited Partnership is

Otto Fred Limited Partnership

2. The business address of the Limited Partnership is:

4080 NW 99th Avenue
Coral Springs FL 33065

3. The name and Florida street address of the registered agent for service of process of the Limited Partnership is:

Eric D. Moskow
4080 NW 99th Avenue
Coral Springs FL 33065

4. The mailing address of the Limited Partnership is:

4080 NW 99th Avenue
Coral Springs FL 33065

5. The latest date upon which the Limited Partnership is to be dissolved is July 5, 2035 unless the Limited Partnership is continued by the consent of all partners.

6. The name and address of the general partner of the Limited Partnership is:

Otto Fred Holdings, Inc. #P05D000094202
4080 NW 99th Avenue
Coral Springs FL 33065

Signed on July 5, 2005 by the undersigned representative of each general partner.



OTTO FRED HOLDINGS, INC.
by D. Stout as attorney-in-fact

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TALLAHASSEE, FLORIDA

Jennifer E. Zakin, Esq. 1 FL Bar Member 0150894
Pratt & Bucher LLP
2255 Glades Road, Suite 125A
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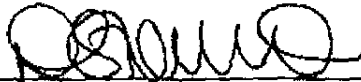
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting all of the general partners of Otto Fred Limited Partnership, a Florida Limited Partnership, certify:

The amount of the capital contributions to date of the limited partners is:
\$5,000,000.00

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$5,000,000.00

Under the penalties of perjury, I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct to the best of my knowledge.



OTTO FRED HOLDINGS, INC.
by D. Stout as attorney-in-fact

Date: July 5, 2005

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TALLAHASSEE, FLORIDA

Jennifer E. Zakln, Esq. | FL Bar Member 0150894
Pratt & Bucher LLP
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561-862-0480 x238

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

LIMITED PARTNERSHIP:

Otto Fred Limited Partnership

REGISTERED AGENT/OFFICE:

**Eric D. Moskow
4080 NW 99th Avenue
Coral Springs FL 33065**

I agree to act as registered agent to accept service of process for the limited partnership named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



ERIC D. MOSKOW
by D. Stoutt as attorney-in-fact

Date: July 5, 2005

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TALLAHASSEE, FLORIDA

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