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To:

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From:

Account Name : STEARNS WEAVER MILLER, ET AL.
Account Number : 076077002504
Phone : (305)789-3200
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## FLORIDA/FOREIGN LP/LLP

#### Carlisle Group IV, Ltd.

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### **MEMORANDUM**

TO:

Florida Department of State

FROM:

Jackie Gerstenfeld

RE:

Carlisle Group IV, Ltd.

DATE:

January 26, 2006

The Articles of Organization of Carlisle Group IV, LLC, the general partner of the above referenced limited partnership, were filed contemporaneously herewith.

#### H06000022383 3

### CERTIFICATE OF LIMITED PARTNERSHIP

#### OF

### CARLISLE GROUP IV, LTD.

Pursuant to the Florida Revised Uniform Limited Partnership Act of 2005, the undersigned, being the sole General Partner of Carlisle Group IV, Ltd., a Florida limited partnership (the "Partnership"), hereby executes and submits for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:

## CARLISLE GROUP IV, LTD.

2. The mailing address and street address of the Partnership currently is:

2950 S. W. 27<sup>th</sup> Avenue, Suite 200 Miami, Florida 33133

3. The name and address of the agent for service of process on the

## Partnership are:

Brian J. McDonough 2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

4. The name and address of the General Partner of the Partnership are:

CARLISLE GROUP IV, LLC 2950 S. W. 27<sup>th</sup> Avenue, Suite 200 Miami, Florida 33133

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as General Partner, pursuant to the provisions of Section 620.1204 of the Florida Revised Uniform Limited Partnership Act of 2005.

DATED: January 25, 2006

CARLISLE GROUP TV, LLC, a Florida limited liability company, a General Partner

Lloyd Hoggio, Presiden

### H06000022383 3

# ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I, Brian J. McDonough, hereby accepts my appointment as registered agent for CARLISLE GROUP IV, LTD., a Florida limited partnership. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: January 45, 2006

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Brian J. McDonough

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