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To: Division of Corporations
Fax Number : (850)205-0383
From: Account Name : COHEN, CHASE, HOFFMAN & SCHIMMEL, P.A.
Account Number : 102450002676
Phone : (305)670-0201
Fax Number : (305)670-6152

This was faxed on 1/22/07 @ 1647. If possible, please give us that date. Thanks Mary Kurlonait

FLORIDA/FOREIGN LP/LLP

RASCON ASSOCIATES, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$1,052.50

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COHEN CHASE

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FLORIDA/FOREIGN LP/LLP

RASCON ASSOCIATES, LTD.

H07000017397

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
RASCON ASSOCIATES, LTD.,
a Florida limited partnership**

The undersigned General Partner of Rascon Associates, Ltd., (the "Partnership"), desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620, Part I of the Florida Statutes, hereby states the following:

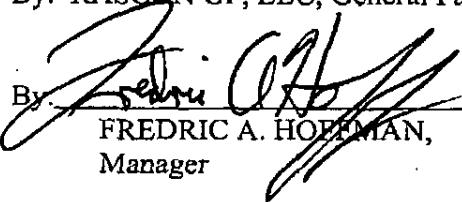
1. The name of the Partnership is Rascon Associates, Ltd.
2. The address of the office of the Partnership is 9400 S. Dadeland Boulevard, Suite 600, Miami, Florida 33156.
3. The name and address of the registered agent for service of process on the Partnership are Fredric A. Hoffman, Esquire, 9400 S. Dadeland Boulevard, Suite 600, Miami, Florida 33156.
4. The name and business address of the General Partner are Rascon, GP, LLC, 9400 S. Dadeland Boulevard, Suite 600, Miami, Florida 33156.
5. The mailing address of the Partnership is 9400 S. Dadeland Boulevard, Suite 600, Miami, Florida 33156.
6. The latest date upon which the Partnership shall dissolve is December 31, 2053.

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

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of Rascon Associates, Ltd., this 22nd day of January, 2007.

RASCON ASSOCIATES, LTD.

By: RASCON GP, LLC, General Partner

By: 
FREDRIC A. HOFFMAN,
Manager

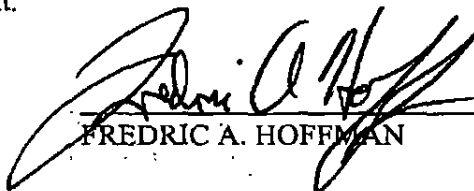
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Rascon Associates, Ltd., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

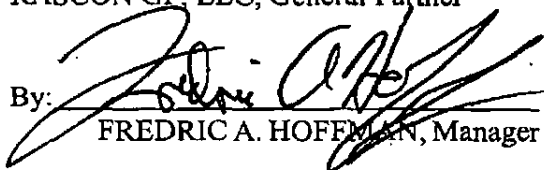

FREDRIC A. HOFFMAN

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Fredric A. Hoffman, Manager of Rascon GP, LLC, the General Partner of Rascon Associates, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership," certifies as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is \$0.
2. It is anticipated that the limited partners will make additional capital contributions of \$5,000,000 to the Partnership.

RASCON GP, LLC, General Partner

By: 
FREDRIC A. HOFFMAN, Manager

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