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To:
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From:
 Account Name : BILZIN SUMBERG BAENA PRICE & AXELROD LLP
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FLORIDA/FOREIGN LP/LLP

S & B Zuckerman Holdings, Ltd.

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|-----------------------|------------|
| Certificate of Status | 1 |
| Certified Copy | 1 |
| Page Count | 03 |
| Estimated Charge | \$1,061.25 |

J. BRYAN

MAR - 4 2009

EXAMINER

Electronic Filing Menu

Corporate Filing Menu

Help

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
S & B ZUCKERMAN HOLDINGS, LTD.

The undersigned, desiring to form a limited partnership (the "LP") in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act, as amended, hereby states as follows:

- 1. The name of the LP is: S & B Zuckerman Holdings, Ltd.
- 2. The address of the initial designated office of the LP is:

6131 Lyons Road
Suite 200
Coconut Creek, Florida 33073

- 3. The address of the registered office of the LP is:

6131 Lyons Road
Suite 200
Coconut Creek, Florida 33073

- 4. The name and address of the registered agent for service of process of the LP required to be maintained by Section 620.1114, Florida Statutes, as amended, are:

STEVEN ZUCKERMAN
6131 Lyons Road
Suite 200
Coconut Creek, Florida 33073

- 5. The name and business address of the sole general partner of the LP are:

S & B ZUCKERMAN HOLDINGS GP, LLC #1409000020339
6131 Lyons Road
Suite 200
Coconut Creek, Florida 33073

- 6. The mailing address for the LP is:

c/o Steven Zuckerman
6131 Lyons Road
Suite 200
Coconut Creek, Florida 33073

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

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IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the undersigned sole general partner of the LP as of the 20th day of February, 2009.

GENERAL PARTNER:

S & B ZUCKERMAN HOLDINGS GP, LLC.
a Florida limited liability company

By: 
STEVEN ZUCKERMAN, Manager

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, who has been designated as registered agent for S & B ZUCKERMAN HOLDINGS, LTD., a Florida limited partnership (the "LP"), in the foregoing Certificate of Limited Partnership of the LP, hereby accepts his appointment as registered agent for the LP and agrees to act in that capacity. He further agrees that he is familiar with and accepts the obligations of his position as registered agent and agrees to comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated: February 20, 2009


STEVEN ZUCKERMAN

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