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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: THE BEAR ON THE JOG, LTD.

AUDIT NUMBER.....H98000018319

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 5

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE BEAR ON JOG, LTD.**

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The undersigned, pursuant to the provisions of Section 620.108 of the Florida Statutes, hereby certify and swear in this Certificate of Limited Partnership to the following:

1. NAME.

The name of the Limited Partnership is:

THE BEAR ON JOG, LTD.

2. REGISTERED AGENT.

The name and address of the Registered Agent for the Limited Partnership are:

M&W Agents, Inc.
2101 Corporate Blvd. Suite 107
Boca Raton, FL 33431

3. GENERAL PARTNER.

The name and business address of the General Partner are as follows:

THE BEAR ON JOG CORP., a Florida corporation
3065 Saint James Drive
Boca Raton, FL 33434

198-84039

4. MAILING ADDRESS AND PRINCIPAL ADDRESS.

The mailing and principal address of the Limited Partnership are as follows:

3065 Saint James Drive
Boca Raton, Florida 33434

Prepared by:

Robert A. Chaves, Esquire
Florida Bar No. 283525
Teschler Chaves Rubin & Forman
Corporate Boulevard
2101 Corporate Boulevard - Suite 107
Boca Raton, FL 33431-7343
Telephone: (561) 998-7847

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5. DISSOLUTION DATE.

The latest date upon which the Limited Partnership is to dissolve is
December 31, 2058.

IN WITNESS WHEREOF, the General Partner has caused this certificate of
Limited Partnership to be executed at Boca Raton, Florida, this 1 day of Oct, 1998.

General Partner

The Bear on Jog Corp.

By: Richard Caster, Pres.
Richard Caster, President

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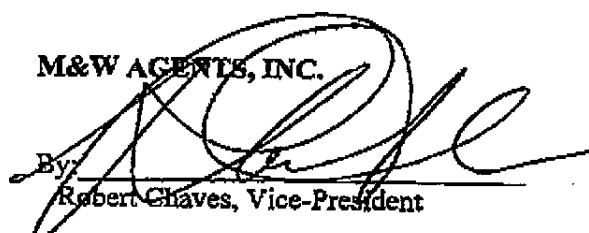
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ACCEPTANCE

Pursuant to Section 620.192 of the Florida Statutes, the undersigned accepts appointment as registered agent for **THE BEAR ON JOG, LTD.**, a Florida limited partnership, and accepts all obligations imposed on it as such under Florida law.

Executed this 1 day of Oct., 1998.

M&W AGENTS, INC.

By: 
Robert Chaves, Vice-President

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STATE OF FLORIDA)
) SS
 COUNTY OF PALM BEACH)

The undersigned General Partner of THE BEAR ON JOG, LTD. (the "Limited Partnership"), each being duly sworn, deposes and says:

The total capital contributions of the limited partners of the Limited Partnership through this date is \$100 and the anticipated future capital contributions of the limited partners to the Limited Partnership is \$10,000.00.

General Partner:

THE BEAR ON JOG CORP.

By: Richard Caster, Pres.
 Richard Caster, its President

The foregoing instrument was signed before me this 1st day of October 1998, by Richard Caster in the capacity indicated. He is personally known to me or produced _____ as identification.



MARY JANINE PERRY
 COMMISSION # CC 657835
 EXPIRES JUN 22, 2001
 BONDED THRU
 ATLANTIC BONDING CO., INC.

Mary Janine Perry
 Name: MARY JANINE PERRY
 Commission No.: CC 657835
 Notary Public
 State of Florida at Large

My commission expires: JUNE 22, 2001
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