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Office Use Only

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 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 98 MAY -
 PH 2: 31

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. 053, Ltd. (Corporation Name) _____ (Document #) _____
2. _____ (Corporation Name) _____ (Document #) _____
3. _____ (Corporation Name) _____ (Document #) _____
4. _____ (Corporation Name) _____ (Document #) _____

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 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

- Walk in Pick up time _____
 Mail out Will wait Photocopy Certified Copy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

pls. issue also
 cert. of
 fact
[Handwritten signatures and scribbles]

Examiner's Initials _____

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
053, LTD.**

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This Certificate of Limited Partnership is prepared and filed in accordance with the provisions of the uniform Limited Partnership Act as contained in Chapter 620 of the Florida Statutes.

1. The name of this Partnership is 053, Ltd.
2. The location of the principal place of business of the Partnership shall be: 1400 East Newport Center Drive, Suite 209, Deerfield Beach, Florida 33442, and the name and address of the agent for service of process is: James R. Kay, Esquire, Akerman, Senterfitt & Eidson, P.A., 777 South Flagler Drive, Suite 900 East Tower, West Palm Beach, Florida 33401.
3. The name and address of the General Partner is as follows: 053, Inc., a Florida corporation, 1400 East Newport Center Drive, Suite 209, Deerfield Beach, Florida 33442.
4. The mailing address of the Partnership is: 1400 East Newport Center Drive, Suite 209, Deerfield Beach, Florida 33442.
5. The latest date upon which the Partnership is to dissolve is upon the occurrence of any of the following events: (a) The determination of all Partners in the Partnership; (b) the withdrawal or deemed withdrawal pursuant to the Partnership Agreement of the last remaining General Partner and failure by the Limited Partners to elect to continue the Partnership and select a successor General Partner as provided in the Partnership Agreement; (c) the occurrence of an event specified under the laws of the State of Florida as one effecting a dissolution (except as otherwise provided in the Partnership Agreement); or (d) midnight on December 31, 2048.

898 000038492

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as of the 28th day of April, 1998, and hereby affirms under the penalties of perjury that the facts stated in this Certificate are true.

GENERAL PARTNER:
053, Inc., a Florida corporation

By: Linda G. Kassof
Linda G. Kassof, Vice President

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the appointment as Registered Agent. I am familiar with, and accept the obligations of, Section 620.192, Florida Statutes.

Date: April 28, 1998

James R. Kay
James R. Kay

AFFIDAVIT

STATE OF FLORIDA

COUNTY OF BROWARD

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Before me, the undersigned authority duly authorized to acknowledge oaths, personally appeared Linda G. Kassof, as Vice President of 053, Inc., a Florida corporation, who upon oath duly sworn deposed and stated as follows:

That she is the Vice President of 053, Inc., a Florida corporation, the General Partner of 053, Ltd., a Florida limited partnership (the "Partnership"), and has the authority to make this Affidavit on behalf of the Partnership.

That the amount of the capital contributions of the Limited Partners of the Partnership, and the total amount anticipated to be contributed by the Limited Partners of the Partnership is \$2,000,000.00.

Further, Affiant sayeth naught.

053, Inc., a Florida corporation,
as General Partner of 053, Ltd.

By: Linda G. Kassof
Linda G. Kassof, Vice President

Sworn to and subscribed before me this 29th day of April, 1998.

Molly Steinfeld

Notary Public

Printed or typed name: MOLLY STEINFELD

Personally known OR produced identification

Type of identification: _____

My Commission Expires: _____

(SEAL)

