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AL

FLORIDA LIMITED PARTNERSHIP

fay investments, ltd.

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
FAY INVESTMENTS, LTD.

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:

FAY INVESTMENTS, LTD.

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2. REGISTERED AGENT.

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

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

3. GENERAL PARTNER.

The name and business address of the general partner is as follows:

FAY HOLDINGS, L.L.C. a Florida Limited Liability Company
2101 Corporate Blvd. L01000012(6)
Suite 107
Boca Raton, Florida 33431

4. MAILING ADDRESS AND PRINCIPAL ADDRESS.

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

2101 Corporate Blvd.
Suite 107
Boca Raton, Florida 33431

5. DISSOLUTION DATE.

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

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IN WITNESS WHEREOF, the General Partner has caused this certificate of Limited Partnership to be executed at Boca Raton, Florida, this 24 day of January, 2001.

FAY HOLDINGS, L.L.C.

BY:
ROBERT A. CHAVES, MANAGER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) **SS**
COUNTY OF PALM BEACH)

The undersigned General Partner of FAY INVESTMENTS, LTD., a Florida Limited Partnership, being duly sworn, deposes and says:

The total capital contributions of the limited partners of the Limited Partnership through this date is $10.00 and the total anticipated future capital contributions of the limited partners to the Limited Partnership is $20,000.00.

FAY HOLDINGS, L.L.C.
General Partner

By: _____
ROBERT A. CHAVES, MANAGER

The foregoing instrument was acknowledged before me this 24 day of January, 2001, by ROBERT A. CHAVES.

_____
Signature - Notary Public-State of Florida

[Seal with Commission Expiration Date]

OFFICIAL NOTARY SEAL
DONALD R TESCHER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC710021
MY COMMISSION EXP. JAN. 22 2002

_____
Print, type or stamp name of Notary Public

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ACCEPTANCE

Pursuant to Section 620.192 of the Florida Statutes, the undersigned accepts appointment as registered agent for FAY INVESTMENTS, LTD., a Florida limited partnership, and accepts all obligations imposed on him as such under Florida law.

Executed this 24 day of January, 2001.

M & W AGENTS, INC.

By: _____
Authorized Agent

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