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Florida Department of State
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Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : LAMONT & NEIMAN, P.A.
Account Number : I200000000051
Phone : (305) 530-9400
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DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP
POMERANZ INVESTMENT LIMITED PARTNERSHIP

Certificate of Status	1
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JULIA H. CORPORACTIONS
TALLAHASSEE, FLORIDA

Fax Audit No. H040001664403

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
POMERANZ INVESTMENT LIMITED PARTNERSHIP**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

This Certificate of Limited Partnership dated August 9th, 2004, has been duly executed and is filed pursuant to section 620.108 of the Florida Revised Uniform Limited Partnership Act (the "Act") to form a limited partnership under the Act.

1. **Name.** The name of the limited partnership is POMERANZ INVESTMENT LIMITED PARTNERSHIP.

2. **Registered Office; Registered Agent.** The name of the registered agent for service of process on the limited partnership and the address of the registered office of the limited partnership required to be maintained by section 620.105 of the Act is:

LAMONT NEIMAN INTERIAN & BELLET, P.A.
Two South Biscayne Boulevard
Suite 3550
Miami, Florida 33131
Miami-Dade County

3. **Principal Office.** The street address of the principal office in the United States where records are to be kept or made available under Section 620.106 of the Act and the partnership's mailing address is:

20044 Back Nine Drive
Boca Raton, Florida 33498

4. **General Partner.** The name, mailing address, and business address of the business of the general partner are:

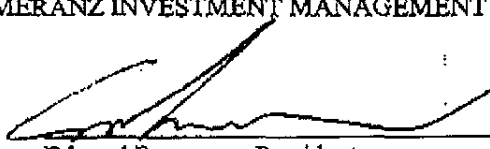
POMERANZ INVESTMENT MANAGEMENT CORP.
20044 Back Nine Drive
Boca Raton, Florida 33498

P04000112864

5. **Term.** The latest date upon which the limited partnership is to dissolve is December 31, 2050.

EXECUTED on the date written first above.

POMERANZ INVESTMENT MANAGEMENT CORP.

By: 

Edward Pomeranz, President

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF
POMERANZ INVESTMENT LIMITED PARTNERSHIP**

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CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

The undersigned constituting all of the General Partners of POMERANZ INVESTMENT LIMITED PARTNERSHIP, a Florida Limited Partnership, certify the amount of capital contribution to date of the Limited Partners is \$10.00.

The total amount contributed and anticipated to be contributed by the Limited Partners at this time totals \$10,000,000.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, we declare that we have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Dated: August 9th, 2004

GENERAL PARTNER

Pomeranz Investment Management Corp.

(Seal)

By:



Edward Pomeranz, President

Attest:



Deborah C. Gottlieb, Secretary

Fax Audit No. H040001664403

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**CONSENT TO SERVE AS REGISTERED AGENT FOR
POMERANZ INVESTMENT LIMITED PARTNERSHIP**

Having been named in the State of Florida as registered agent and to accept service of process for the above stated Limited Partnership, we hereby accept the appointment as registered agent and agree to act in this capacity. We further agree to comply with the provisions of all statutes relative to the proper and complete performance of our duties, and we are familiar with and accept the obligation of our position as registered agent.

Dated: August 9, 2004

LAMONT NEIMAN INTERIAN & BELLET, P.A.

By: _____

Jan S. Neiman

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TALLAHASSEE, FLORIDA

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