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Epoch Southpoint Investment Partners, Ltd.

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**CERTIFICATE OF LIMITED PARTNERSHIP OF
EPOCH SOUTHPOINT INVESTMENT PARTNERS, LTD.
a Florida Limited Partnership**

1. Name. The name of the limited partnership is as follows:

EPOCH SOUTHPOINT INVESTMENT PARTNERS, LTD.

2. General Partner. The name and address of the general partner of the limited partnership is as follows:

EPI-Southpoint, LLC
359 Carolina Avenue
Winter Park, FL 32789

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3. Location of Principal Place of Business and Mailing Address. The location of the principal place of business and mailing address of the limited partnership is as follows:

359 Carolina Avenue
Winter Park, FL 32789

4. Name and Address of Registered Agent. The name and address of the registered agent and office for service of process of the limited partnership are as follows:

Grant T. Downing
222 West Cornstook Avenue
Suite 101
Winter Park, Florida 32789

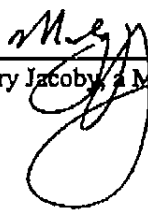
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Under penalties of perjury, the undersigned declares that the undersigned has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct.

Signed this 5TH day of December, 2007.

**EPOCH SOUTHPOINT INVESTMENT PARTNERS,
LTD., a Florida Limited Partnership**

By: EPI-SOUTHPOINT, LLC, a Florida limited liability company, its sole General Partner

By: 
M. Gregory Jacoby, Managing Member


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REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for EPOCH SOUTHPOINT INVESTMENT PARTNERS, LTD., a Florida limited partnership; I hereby accept appointment as its agent and agree to act in this capacity. I further agree to comply with the provisions of all *Florida Statutes* relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 7th day of December, 2007.


Grant T. Downing

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