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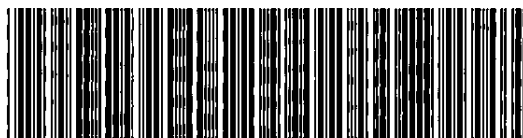
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. BRYAN

JUN 30 2009

EXAMINER



Phone: (305) 448-4144

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Robert S. Beraha, Esq.
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Direct Dial: 786-464-8951

June 25, 2009

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: **PKN Investment Partners, Ltd.**

Gentlemen:

Enclosed for filing with the Secretary of State of Florida, please find the original executed Certificate of Limited Partnership of PKN Investment Partners, Ltd., along with the filing fee check in the amount of \$1,000.00.

If you have any question, please feel free to call me.

Sincerely,

Robert S. Beraha, Esq.

RSB/md
Enclosure

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TALLAHASSEE, FLORIDA



CERTIFICATE OF LIMITED PARTNERSHIP
OF
PKN INVESTMENT PARTNERS, LTD.

The undersigned, desiring to form a limited partnership (the "LP") in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act, as amended, hereby states as follows:

1. The name of the LP is: PKN Investment Partners, Ltd.
2. The address of the initial designated office of the LP is:

c/o Wenzel Investments Group
2801 Florida Avenue Suite 14
Coconut Grove, Florida 33133

3. The address of the registered office of the LP is:

c/o Wenzel Investments Group
2801 Florida Avenue Suite 14
Coconut Grove, Florida 33133

4. The name and address of the registered agent for service of process of the LP required to be maintained by Section 620.1114, Florida Statutes, as amended, is:

Peter H. Wenzel
c/o Wenzel Investments Group
2801 Florida Avenue Suite 14
Coconut Grove, Florida 33133

5. The name and business address of the sole general partner of the LP is:

#L09000053451
PKN GP, LLC, a Florida limited liability company
c/o Wenzel Investments Group
2801 Florida Avenue Suite 14
Coconut Grove, Florida 33133

6. The mailing address for the LP is:

c/o Wenzel Investments Group
2801 Florida Avenue Suite 14
Coconut Grove, Florida 33133

The execution of this Certificate of Limited Partnership by the undersigned sole general partner constitutes an affirmation that the facts stated herein are true.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the undersigned sole general partner of the LP as of the 24 day of June, 2009.

GENERAL PARTNER:

PKN GP LLC, a Florida limited liability company

By: _____

Peter H. Wenzel, Manager

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, who has been designated as registered agent for PKN INVESTMENT PARTNERS, LTD., a Florida limited partnership (the "LP"), in the foregoing Certificate of Limited Partnership of the LP, hereby accepts his appointment as registered agent for the LP and agrees to act in that capacity. He further agrees that he is familiar with and accepts the obligations of his position as registered agent and agrees to comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated: June 24, 2009

PETER H. WENZEL