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DIVISION OF CORPORATIONS  
03 JUN 18 AM 8:47

**THERREL BAISDEN, P.A.**

ATTORNEYS AT LAW  
SUNTRUST INTERNATIONAL CENTER  
ONE SOUTHEAST 3<sup>RD</sup> AVENUE  
SUITE 2400

MIAMI, FLORIDA 33131

TELEPHONE (305) 371-5758

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E-MAIL: admin@tb-law.com

June 17, 2003

NICHOLAS M. DANIELS  
DAVID DARLOW  
JONATHAN FEUERMAN  
MARK M. HASNER  
ELLEN ROSE  
FRED R. STANTON

**VIA FEDERAL EXPRESS**

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Gian Management, LLC and Gian Investment Group, Ltd.  
Our File No. 203251

Gentlemen:

Enclosed herein are original Articles of Organization for the captioned limited liability company and original Certificate of Limited Partnership and Affidavit of Capital Contributions documents for the captioned Limited Partnership. We enclose checks to cover the following costs:

Filing Fee for Limited Liability Company	\$125.00
Certified Copy under Seal	<u>30.00</u>
Total for LLC	\$155.00

Filing Fee for Limited Partnership (minimum)	\$ 52.50
Registered Agent Designation	35.00
Certified Copy under Seal	<u>52.50</u>
Total for Limited Pshp.	<u>\$140.00</u>

Please return the certified copy and certificate of status with your recording date acknowledging the filing of the documents to the undersigned.

**PLEASE BE SURE TO FILE THE LIMITED LIABILITY COMPANY PRIOR TO FILING THE LIMITED PARTNERSHIP.**

With kindest regards,

Very truly yours,

**THERREL BAISDEN, P.A.**

By: \_\_\_\_\_

Mark M. Hasner

MMH:lc

Encl.

cc. Ashok K. and Aryama Sharma

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**CERTIFICATE OF LIMITED PARTNERSHIP**  
**OF**  
**GIAN INVESTMENT GROUP, LTD.**

The undersigned General Partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is GIAN INVESTMENT GROUP, LTD.

2. The address of the office of the Partnership is 2855 Hunter Road, Weston, Florida 33331.

3. The name and address of the agent for service of process on the Partnership is MARK M. HASNER, ESQ., Therrel Baisden, P.A., SunTrust International Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131.

4. The name and business address of the General Partner as follows:

GIAN MANAGEMENT, LLC,  
a Florida limited liability company  
2855 Hunter Road  
Weston, Florida 33331

5. The mailing address of the Partnership is: 2855 Hunter Road, Weston, Florida 33331.

6. The latest date upon which the Partnership shall dissolve is June 30, 2050.

7. The effective date of this Certificate of Limited Partnership shall be upon filing with the Department of State.


The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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**IN WITNESS WHEREOF**, this Certificate of Limited Partnership has been executed by the General Partner of GIAN INVESTMENT GROUP, LTD. this 18<sup>th</sup> day of JUNE, 2003.

**GENERAL PARTNER:**

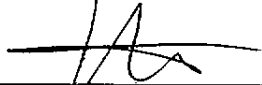
GIAN MANAGEMENT, LLC, a Florida limited liability company

By:   
Mark M. Hasner, attorney-in-fact

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for GIAN INVESTMENT GROUP, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of Registered Agent.

**REGISTERED AGENT**

By:   
Mark M. Hasner

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DIVISION OF CORPORATIONS  
JUN 18 AM 8:47

STATE OF FLORIDA                    )  
                                      )  SS:  
COUNTY OF MIAMI-DADE            )

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

**BEFORE ME**, the undersigned authority, personally appeared MARK M. HASNER, as Attorney-in-fact for GIAN MANAGEMENT, LLC, a Florida limited liability company, which is the General Partner of GIAN INVESTMENT GROUP, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", 2855 Hunter Road, Weston, Florida 33331, who upon being fully sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by each Limited Partner is as follows:

Ashok K. Sharma	\$ 495.00
2855 Hunter Road	
Weston, Florida 33331	
 Aryama Sharma	\$ 495.00
2855 Hunter Road	
Weston, Florida 33331	
 Total	\$ 990.00

2. The amount of additional capital contributions anticipated to be contributed by each Limited Partner is as follows:

Ashok K. Sharma	\$ -0-
2855 Hunter Road	
Weston, Florida 33331	
 Aryama Sharma	\$ -0-
2855 Hunter Road	
Weston, Florida 33331	
 Total	\$ -0-

**FURTHER AFFIANT SAITH NAUGHT.**

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Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

**GENERAL PARTNER:**

GIAN MANAGEMENT, LLC, a Florida limited liability company


By: [Signature]  
Mark M. Hasner, attorney-in-fact

Dated: JUNE 18, 2003

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of JUNE, 2003, by MARK M. HASNER, as attorney-in-fact for GIAN MANAGEMENT, LLC, a Florida limited liability company, the General Partner of the Partnership, who is personally known to me or has produced as identification.

[Signature]  
Notary Public, State of Florida  
at Large  
Leticia Companion  
Print/Type or Stamp Notary Name  
Commission No. (if any) \_\_\_\_\_  
JUN 18 2003 8:47  
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My Commission Expires:

 **Leticia Companioni**  
Commission # DD 027672  
Expires July 3, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc.  
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