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FLORIDA LIMITED PARTNERSHIP

DAZI, Ltd.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Certificate of Status	1
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Page Count	02
Estimated Charge	\$1,846.25

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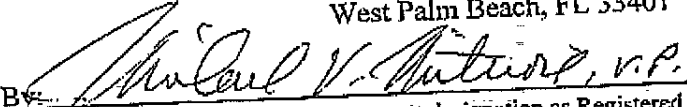
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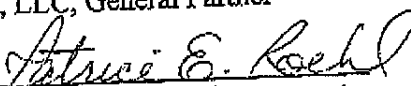
**CERTIFICATE OF LIMITED PARTNERSHIP OF
DAZI LIMITED PARTNERSHIP
A Florida Limited Partnership**

1. The name of the Partnership is: **DAZI Ltd.**
2. The business address of the Partnership is:
**1633 Broadway, 33rd Floor
New York, NY 10019**
3. The name of the registered agent for service of process on the Partnership is:
Valdes-Fauli Corporate Services, Inc.
4. The Florida street address of the registered agent for service of process on the Partnership is:
**777 S. Flagler Drive, Suite 500E
West Palm Beach, FL 33401**
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. The mailing address of the Partnership is:
**1633 Broadway, 33rd Floor
New York, NY 10019**
7. The latest date upon which the Partnership is to dissolve is December 31, 2050.
8. The name and address of the general partner of the Partnership are:
**ZADI, LLC
7900 Glades Road, Suite 420
Boca Raton, Florida 33434**

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

Signed this 20th day of January 2000.

ZADI, LLC, General Partner

BY: 
Patrice E. Roehl, Vice President

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned, constituting all of the general partners of DAZI, Ltd., certify:

1. The amount of capital contributions to date of the limited partners is \$17,001,000.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time total \$17,001,000.

Signed this 20th day of January 2000.

FURTHER AFFIANT SAITH NOT.

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

ZADI, LLC,
General Partner

BY: Patrice E. Roehl
Patrice E. Roehl, Vice President