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**FLORIDA LIMITED PARTNERSHIP****SRA/PARADYNE, LTD.**

Certificate of Status	1
Certified Copy	1
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Michelle Beaumont-Wagoner

**CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

**SRA/PARADYNE, LTD.**

The undersigned General Partner hereby forms a limited partnership pursuant to and in accordance with the Florida Revised Uniform Limited Partnership Act (Florida Statutes Section 620.101, et. seq.) as follows:

1. Name.

The name of the limited partnership (the "Partnership") is  
SRA/PARADYNE, LTD.

2. Registered Office.

The registered office of the Partnership in the State of Florida is White & Case LLP, 200 S. Biscayne Boulevard, Suite 4900, Miami, Florida 33131.

3. Registered Agent.

The name and address of the registered agent of the Partnership for service of process on the Partnership in the State of Florida is K. Lawrence Gragg, White & Case LLP, 200 S. Biscayne Boulevard, Suite 4900, Miami, Florida 33131.

4. General Partner.

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

SRA/PARADYNE, Inc. 9000000 37786  
5345 Pine Tree Drive  
Miami Beach, Florida 33140

5. Mailing Address.

The mailing address of the Partnership is 5345 Pine Tree Drive,  
Miami Beach, Florida 33140.

6. Dissolution.

The latest date upon which the Partnership will dissolve is December 31,  
2050.

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7. Separateness Provisions.

Notwithstanding any other provision of this Certificate of Limited Partnership to the contrary, the Partnership shall:

- a. maintain books and records separate from any other person or entity;
- b. maintain its bank accounts separate from any other person or entity;
- c. not commingle its assets with those of any other person or entity and hold all of its assets in its own name;
- d. conduct its own business in its own name;
- e. maintain separate financial statements, showing its assets and liabilities separate and apart from those of any other person or entity and file, or cause to be filed, a separate federal information tax return for the Partnership;
- f. pay its own liabilities and expenses only out of its own funds;
- g. observe all organizational formalities;
- h. maintain an arm's length relationship with its Affiliates and enter into transactions with Affiliates only on a commercially reasonable basis;
- i. pay the salaries of its own employees from its own funds;
- j. maintain a sufficient number of employees in light of its contemplated business operations;
- k. not guarantee or become obligated for the debts of any other entity or person;
- l. not hold out its credit as being available to satisfy the obligations of any other person or entity;
- m. not acquire the obligations or securities of its Affiliates or owners, including partners, members or shareholders, as appropriate;
- n. not make loans to any other person or entity or buy or hold evidence of indebtedness issued by any other person or entity (other than cash and investment-grade securities);
- o. allocate fairly and reasonably (and pay or charge for, as applicable) any overhead expenses that are shared with an Affiliate, including paying for office space provided by and services performed by any employee of an Affiliate;
- p. use separate stationery, invoices, and checks bearing its own name;
- q. not pledge its assets for the benefit of any other person or entity;

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- r. hold itself out as a separate entity;
- s. correct any known misunderstanding regarding its separate identity;
- t. not identify itself as a division of any other person or entity;
- u. maintain its assets in such a manner that it would not be costly or difficult to segregate, ascertain, or identify its assets from those of any other person or entity; and
- v. maintain adequate capital in light of its contemplated business operations.

8. Definitions.

a. The term "control" means the possession, directly or indirectly, of the power to direct or cause the direction of management, policies or activities of a person or entity, whether through ownership of voting securities, by contract or otherwise.

b. "Affiliate" means, with respect to another person,

i. any person directly or indirectly owning, controlling or holding with power to vote ten percent (10%) or more of the outstanding voting securities or interests of such other person;

ii. any person directly or indirectly owning ten percent (10%) or more of whose outstanding voting securities are directly or indirectly owned, controlled or held with power to vote by such other person;

iii. any person directly or indirectly controlling, controlled by or under common control with such other person;

iv. any officer, director or partner of such other person;

v. if such other person is an officer, director or partner, any company for which such person acts in any such capacity; and

vi. any close relative or spouse of the specified person.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Limited Partnership as of the 13 day of April, 2000.

GENERAL PARTNER:

SRA/PARADYNE, Inc., a Florida corporation

By: 

Clifford M. Stein, President

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

In compliance with Florida Statutes Section 620.192, the following is submitted:


SRA/PARADYNE, LTD., desiring to organize as a limited partnership under the laws of the State of Florida, has designated White & Case LLP, 200 S. Biscayne Boulevard, Suite 4900, Miami, Florida 33131, as its initial Registered Office and has named K. Lawrence Gragg, located at said address as its initial Registered Agent.

**GENERAL PARTNER:**

SRA/PARADYNE, Inc., a Florida corporation and a general partner

By:   
Clifford M. Stein, President

Having been named Registered Agent for the above stated limited partnership, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 620.192 relative to keeping open said office.

By:   
K. Lawrence Gragg  
Registered Agent

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

The undersigned, Clifford M. Stein, President of SRA/PARADYNE, INC., a Florida corporation, being the sole general partner of SRA/PARADYNE, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being sworn, certified as follows:

1. The actual amount of capital contributions of the limited partners is \$19,546,432.
2. The total anticipated amount of the capital contributions of the limited partners is \$19,546,432.

This 13<sup>th</sup> day of APRIL, 2000.

FURTHER AFFIANT SAYETH NOT.

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:

SRA/PARADYNE, Inc., a Florida corporation

By:   
Clifford M. Stein, President

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