

A00000001055

The General Partnership is also being formed today. Please wait for its filing

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Thanks
Julie

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To:

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Fax Number : (850) 922-4003

From:

Account Name : BROAD AND CASSEL (BOCA RATON)
Account Number : 076376001555
Phone : (561) 483-7000
Fax Number : (561) 483-7321

FLORIDA LIMITED PARTNERSHIP

MAG PARTNERS, LTD.

00 JUN 30 PM 3:29

RECEIVED

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TALLAHASSEE, FLORIDA

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$87.50

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

MAG PARTNERS, LTD.,
a Florida limited partnership

The undersigned general partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is MAG Partners, Ltd. (the "Partnership").
2. The address of the office of the Partnership is 2300 Glades Road, Suite 100E, Boca Raton, Florida 33431.
3. The name and address of the agent for service of process on the Partnership is MAG Equity Corp., 2300 Glades Road, Suite 100E, Boca Raton, Florida 33431.
4. The name and business address of each general partner is as follows:

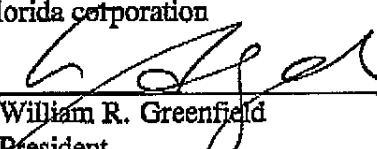
MAG Equity Corp., 2300 Glades Road, Suite 100E
Boca Raton, Florida 33431
5. The mailing address of the Partnership is 2300 Glades Road, Suite 100E, Boca Raton, Florida 33431.
6. The latest date upon which the Partnership will dissolve is December 31, 2099.

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.

This Certificate of Limited Partnership has been executed by the sole General Partner of MAG Partners, Ltd. this 30th day of June, 2000.

GENERAL PARTNER:

MAG EQUITY CORP.,
a Florida corporation

By: 
William R. Greenfield
President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for MAG Partners, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned corporation, on behalf of the Partnership, hereby agrees 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.

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REGISTERED AGENT

MAG Equity Corp.,
a Florida corporation

By: 

William R. Greenfield
President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting the sole general partner of MAG Partners, Ltd., a Florida limited partnership, certifies as follows:

FIRST: The amount of capital contributions to date of the limited partners is \$100.

SECOND: The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$7,500.

Executed this 30 day of June, 2000.

FURTHER AFFIANT SAYETH NOT.

Under the 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:

MAG Equity Corp.,
a Florida corporation

By: 

William R. Greenfield
President

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