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Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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: (305)373-9400

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FLORIDA LIMITED PARTNERSHIP

TWJ, LTD.

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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

October 10, 2000

BROAD AND CASSEL - MIAMI

SUBJECT: TWJ, LTD. REF: W00000024510

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 620.108, Florida Statutes, requires the affidavit include the amount of capital contributions of the limited partners and the amount anticipated to be contributed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers Document Specialist FAX Aud. #: H00000053346 Letter Number: 400A00053446

H53346 3

AFFIDAVIT AND CERTIFICATE OF OF TWJ, LTD.

I, Leonard Katz, as member of EXCEL.COM, LLC, a Florida limited liability company, the undersigned General Partner of TWJ, LTD., do hereby enter into this Certificate of Limited Partnership, under and pursuant to Chapter 620 of the Florida Statutes, and being duly sworn, do hereby certify, state and declare as follows:

ARTICLE I

The name of the limited partnership, which is hereafter referred to as the "Limited Partnership," shall be TWJ, LTD.

ARTICLE II

The principal place of business and the mailing address of the Limited Partnership in Florida shall be 100 South Biscayne Boulevard, Suite 1100, Miami, Florida 33131.

ARTICLE III

The street address of the initial registered agent of the Limited Partnership is 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the initial registered agent of the Limited Partnership at that address is B & C Corporate Services, Inc.

ARTICLE IV

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

Name

EXCEL.COM, LLC

L-6747

THIS DOCUMENT PREPARED BY:
THOMAS J. PALMIERI, P. A.

BROAD AND CASSEL

FL Bar No. 0073053

Miami, FL 33131 (305) 373-9400

201 S. Biscayne Boulevard, Suite 3000

H53346 3

ARTICLE V

The Limited Partnership shall commence upon the filing of this Certificate of Limited Partnership with the Florida Department of State. The existence of the Limited Partnership is perpetual.

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 10 day of October 2000.

GENERAL PARTNER

EXCEL.COM, LLC, a Florida Limited Liability Company

Leonard Katz Member

PM 1: 43

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I, hereby accept the appointment as registered agent contained in the foregoing Certificate of Limited Partnership and state that I am familiar with and accept the obligations of Section 620.105 of the Revised Uniform Limited Partnership Act.

B & C CORPORATE SERVICES, INC., a Florida corporation

Annette Deleon, Vice President

FILED

ON OCT 10 PM 1: 43

SELAN RESEE FLORIDA

H-53346 3

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR TWJ, LTD.

BEFORE ME, the undersigned, personally appeared Leonard Katz, member of EXCEL.COM, LLC, a Florida limited liability company, the General Partner of TWJ, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being duly sworn, did certify as follows:

The amount of capital contribution of the Limited Partner is \$10,000.00. No additional Limited Partner contributions are anticipated.

FURTHER AFFIANT SAYETH NAUGHT.

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

Dated this 10 day of October 2000.

GENERAL PARTNER EXCEL.COM, LLC., a Florida limited liability company COUNTY OF MIAMI-DADE The foregoing instrument was acknowledged before me on this $\underline{10}$ day of October 2000 by Leonard Katz as member of EXCEL.COM, LLC., a Florida limited liability company, the General Partner of TWJ, LTD., on behalf of the corporation. He is either personally known as identification. Signature of N OFFICIAL NOTARY SEAL (SEAL) JEROME S HOLLO

STATE OF FLORIDA

to me or has produced _

CC761780 Y 23,2002

JULY