

A000000001958**Florida Department of State**

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850)922-4003

From:

Account Name : LAMONT & NEIMAN, P.A.
Account Number : I20000000051
Phone : (305)530-9400
Fax Number : (305)530-9409

00 DEC 18 PM 5:05
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

FLORIDA LIMITED PARTNERSHIP**MARANGES PARTNERS, LTD.****AL**

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$1,846.25

Rec'd.
12/18/00

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
MARANGES PARTNERS, LTD.

This Certificate of Limited Partnership dated December 18, 2000, has been duly executed and is filed pursuant to section 620.108 of the Florida Revised Uniform Limited Partnership Act (the "Act") to form a limited partnership under the Act.

1. **Name.** The name of the limited partnership is MARANGES PARTNERS, LTD.

2. **Registered Office; Registered Agent.** The name of the registered agent for service of process on the limited partnership and the address of the registered office of the limited partnership required to be maintained by section 620.105 of the Act is:

LAMONT & NEIMAN, P.A.
2 South Biscayne Boulevard
Suite 3550
Miami, Florida 33131
Miami-Dade County

3. **Principal Office.** The street address of the principal office in the United States where records are to be kept or made available under Section 620.106 of the Act and the partnership's mailing address is:

2025 N.W. 102nd Avenue
Suite 111-112
Miami, Florida 33172

4. **General Partner.** The name, mailing address, and business address of the business of the general partner are:

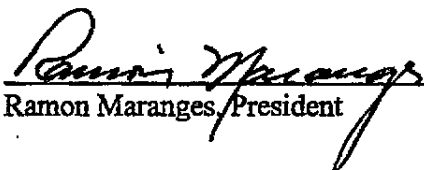
Maranges Management, Inc. P000006115029
2025 N.W. 102nd Avenue
Suite 111-112
Miami, Florida 33172

5. **Term.** The latest date upon which the limited partnership is to dissolve is December 31, 2050.

EXECUTED on the date written first above.

MARANGES MANAGEMENT, INC.

By:


Ramon Maranges, President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting all of the General Partners of MARANGES PARTNERS, LTD., a Florida Limited Partnership, certify the amount of capital contribution to date of the Limited Partners is \$ 100.00.

The total amount contributed and anticipated to be contributed by the Limited Partners at this time totals \$ 250,000.00.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER

MARANGES MANAGEMENT, INC.

By: Ramon Maranges
Ramon Maranges, President

Attest: Carmen Maranges
Carmen Maranges, Secretary

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**CONSENT TO SERVE AS REGISTERED AGENT FOR
MARANGES PARTNERS, LTD.**

Having been named in the State of Florida as registered agent and to accept service of process for the above stated Limited Partnership, we hereby accept the appointment as registered agent and agree to act in this capacity. We further agree to comply with the provisions of all statutes relative to the proper and complete performance of our duties, and we are familiar with and accept the obligation of our position as registered agent.

Dated: December 18, 2000

LAMONT & NEIMAN, P.A.

By:


JAN S. NEIMAN, Secretary/
Registered Agent

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