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Account Number : 075350000132  
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FLORIDA LIMITED PARTNERSHIP

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Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$148.75

TC \$1,000

FF \$52.50  
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CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
OVERTOWN PARTNERSHIP LIMITED

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The undersigned, desiring to form a limited partnership in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, as set forth in Sections 620.101 to 620.192, Florida Statutes, as amended, hereby states as follows:

1. The name of the limited partnership is OVERTOWN PARTNERSHIP LIMITED, a Florida limited partnership (the "Limited Partnership").

2. The address of the principal and registered office of the Limited Partnership is:

12000 Biscayne Boulevard  
Suite 803  
Miami, FL 33181.

EFFECTIVE DATE  
11/3/00

3. The name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, as amended, are:

Overtown Station, Inc.  
12000 Biscayne Boulevard  
Suite 803  
Miami, FL 33181.

4. The name and business address of the sole general partner of the Limited Partnership are:

Overtown Station, Inc.  
12000 Biscayne Boulevard  
Suite 803  
Miami, FL 33181.

PCO-86933

5. The mailing address for the Limited Partnership is:

12000 Biscayne Boulevard  
Suite 803  
Miami, FL 33181.


6. The Limited Partnership as filed nunc pro tunc shall commence effective as of 12:05 A.M. on November 3, 2000.

7. The latest date upon which the Limited Partnership is to dissolve is December 31, 2099.

The execution of this Certificate of Limited Partnership on behalf of the undersigned sole general partner constitutes an affirmation that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed in the name and on behalf of the sole general partner of the Limited Partnership effective as of November 3, 2000.

OVERTOWN STATION, INC., a Florida corporation


By:   
Harvey S. Taylor, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, as President and on behalf of OVERTOWN STATION, INC., a Florida corporation (the "Corporation"), which has been designated as registered agent for OVERTOWN PARTNERSHIP LIMITED, a Florida limited partnership (the "Limited Partnership"), in the foregoing Certificate of Limited Partnership of the Limited Partnership, hereby agrees that the Corporation will accept service of process for and on behalf of the Limited Partnership and that the Corporation will comply with any and all laws, including, without limitation, Section 620.192, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated: Effective as of November 3, 2000

OVERTOWN STATION, INC., a Florida corporation

By:   
Harvey S. Taylor, President

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

The undersigned, Harvey S. Taylor, as President of OVERTOWN STATION, INC., a Florida corporation, which corporation is the sole general partner of OVERTOWN PARTNERSHIP LIMITED, a Florida limited partnership, certifies:

1. The amount of capital contributions to date of the limited partners is \$99.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,000.

Effective as of November 3, 2000.

FURTHER AFFIANT SAYETH NOT.

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.

OVERTOWN STATION, INC., a  
Florida corporation, as sole general  
partner

By: 

Harvey S. Taylor, President

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