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RECEIVED

FLORIDA LIMITED PARTNERSHIP
ICG, L.P.

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$148.75

PRESENT -
2ND ATTEMPT

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**AFFIDAVIT AND CERTIFICATE
OF
LIMITED PARTNERSHIP
OF
ICG, L.P.**

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TALLAHASSEE, FLORIDA

I, Alan Jacobs, as Member of A&M, LLC., a Florida limited liability company, the undersigned General Partner of ICG, L.P., does hereby enter into this Certificate of Limited Partnership, under and pursuant to Chapter 620 of the Florida Statutes, and being duly sworn, does 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 **ICG, L.P.**

ARTICLE II

The principal place of business and the mailing address of the Limited Partnership in Florida shall be 225 N.E. Mizner Boulevard, Suite 750, Boca Raton, Florida 33432.

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:

<u>Name</u>	<u>Address</u>
A&M, LLC LO1-2897	225 N.E. Mizner Blvd. Suite 750 Boca Raton, Florida 33432

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.

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Signed on this 23rd day of February, 2001.

GENERAL PARTNER

A&M, LLC, a Florida limited liability company

By: Alan Jacobs
Alan Jacobs, Member

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TALLAHASSEE, FLORIDA

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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

By: Annette Deleon
Annette Deleon, Vice President

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TALLAHASSEE, FLORIDA

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR
ICG, L.P.**

BEFORE ME, the undersigned personally appeared, Alan Jacobs, as Member of A&M, LLC, a Florida limited liability company, the General Partner of ICG, L.P., a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being duly sworn, did certify as follows:

The amount of capital contributions to date of the limited partners is \$1,000.00. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,000.00.

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 on this 23rd day of February, 2001.

GENERAL PARTNER

A&M, LLC, a Florida limited liability company

By: Alan Jacobs
Alan Jacobs, Member

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TALLAHASSEE, FLORIDA

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STATE OF FLORIDA

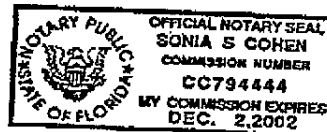
COUNTY OF MIAMI-DADE

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) SS:
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The foregoing instrument was acknowledged before me on this 23rd day of February, 2001, by Alan Jacobs, as Member of A&M, LLC, a Florida limited liability company, the General Partner of ICG, L.P. on behalf of the corporation. He is either personally known to me or has produced _____ as identification.

Sonia S. Cohen
Signature of NOTARY PUBLIC

(SEAL)



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