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**Sheldon S. Weitzman**  
Attorney At Law

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27 February 2001

Florida Department of State  
Katherine Harris, Sec. of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

100003795691--8  
-03/02/01-01046-004  
\*\*\*\*\*36.25 \*\*\*\*\*36.25

Enclosed please find the following fully-executed Documents,  
in duplicate:

1. Certificate of Limited Partnership - CENTORQUE, LTD.
2. Affidavit of Capital Contributions for the named  
FLORIDA LIMITED PARTNERSHIP.

Please mark one copy "Filed on \_\_\_\_\_" and return same along  
with the Certificate under seal,  
together with a check in the total amount of \$96.25 in payment  
of the following:

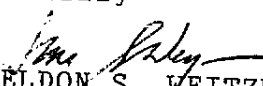
Filing Fee	\$52.50
Designation of Registered Agent	35.00
Certificate Under Seal	8.75
	<hr/>
	\$96.25

The contact person is SHELDON S. WEITZMAN, Attorney at Law  
Daytime telephone (954) 480-6485.

Please note that Articles of Incorporation of Florida Corporation  
MNL-WITZ, INC., the General Partner of the subject Florida  
Limited Partnership was forwarded to the Florida Dept. of  
State, Division of Corporations on February 22, 2001.

Thank you for your expeditious handling of the foregoing  
matters.

Cordially

  
SHELDON S. WEITZMAN  
Attorney at Law

Encls.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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# CERTIFICATE OF LIMITED PARTNERSHIP

1. CENTORQUE, LTD  
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 1155 Hillsboro Mile Suite #602  
Hillsboro Beach, FL 33062-1744  
(Business address of Limited Partnership)
3. PATRICIA LEIBOWITZ  
(Name of Registered Agent for Service of Process)
4. 1155 Hillsboro Mile, Suite #602  
Hillsboro Beach, FL 33062-1744  
(Florida street address for Registered Agent)
5. Patricia Leibowitz  
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 1155 Hillsboro Mile, Suite #602  
Hillsboro Beach, FL 33062-1744  
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: Sept. 11, 2028
8. Name(s) of general partner(s): \_\_\_\_\_ Street address: \_\_\_\_\_

MNL-WITZ, INC. 1155 Hillsboro Mile, Suite #602  
Hillsboro Beach, FL 33062-1744  
PO 1-21129

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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

Signed this 27th day of FEBRUARY, 2001.

MNL-WITZ, INC. (A FLORIDA CORPORATION)

By:

Martin Nick Leibowitz  
Chairman, President & CEO

Attest:

Patricia Leibowitz  
Patricia Leibowitz, Secretary

GENERAL PARTNER

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

The undersigned constituting all of the general partners of \_\_\_\_\_

CENTORQUE, LTD.

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 7,399.00

The total amount contributed and anticipated to be contributed by the limited partners at this time  
totals \$ 7,399.00

Signed this 27th day of FEBRUARY, 2001

FURTHER AFFIANT SAYETH NOT.

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

MNL-WITZ, INC. (A FLORIDA CORPORATION)

By:

Martin Nick Leibowitz  
Martin Nick Leibowitz  
Chairman, President & CEO

Attest:

Patricia Leibowitz  
Patricia Leibowitz, Secretary

GENERAL PARTNER

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE