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LAW OFFICES

**FRIEDMAN
RODMAN &
FRANK, P.A.**

HARVEY D. FRIEDMAN
RONALD RODMAN
CAROLYN FRIEDMAN FRANK

REY DORTA
YANETTE M. MOYANO

3636 WEST FLAGLER STREET • MIAMI, FLORIDA 33135
DADE 305-448-8585 • FAX 305-448-9818
BROWARD 954-764-7522

May 11, 2001

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: DCL PROPERTIES, LTD.

Dear Sir or Madam:

Enclosed please find Certificate of Limited Partnership of DCL PROPERTIES, LTD., together with Acceptance by Registered Agent and Affidavit.

Also enclosed is my check in the sum of \$87.50 representing costs for filing and check for \$52.50 for a certified copy.

Thank you for your attention to this matter.

Very Truly yours,
Friedman, Rodman & Frank P.A.

HARVEY D. FRIEDMAN

HDF/sc
Encl.

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700004216197--9
-05/15/01--01018--009
*****52.50 *****52.50

FILED
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TALLAHASSEE, FL
CLERK OF COURT

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5/18

CERTIFICATE OF LIMITED PARTNERSHIP

OF

DCL PROPERTIES, LTD.

We, the undersigned, pursuant to the provisions of Section 620.108 of the Florida Statutes, do hereby certify and swear in this Certificate of Limited Partnership to the following:

1. **NAME.**

The name of the Limited Partnership is:

DCL PROPERTIES, LTD.

2. **MAILING ADDRESS.**

The mailing address of the Limited Partnership and the location of its principal place of business is as follows:

**3636 West Flagler Street
Miami, Fl 33135**

3. **REGISTERED AGENT AND REGISTERED OFFICE.**

The name and address of the agent for service of process required to be maintained pursuant to the provisions of Section 620.105 of the Florida Statutes is as follows:

**Harvey D. Friedman, Esq.
3636 West Flagler Street
Miami, Florida 33135**

4. **PARTNERS.**

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

FILED
MAY 14 AM 9:15
CLERK OF DISTRICT COURT
NINTH JUDICIAL CIRCUIT
MIAMI, FLORIDA

DCL PROPERTIES, INC.
3636 West Flagler Street
Miami, FL 33135

POI-48825

5. **TERM OF PARTNERSHIP.**

The term for which the Limited Partnership is to exist is until July 31, 2031, unless sooner dissolved by written consent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership this 11 day of May, 2001.

GENERAL PARTNER:

DCL PROPERTIES, INC.,
a Florida corporation

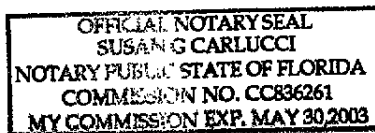
By: *Harvey D. Friedman*
HARVEY D. FRIEDMAN, President

STATE OF FLORIDA)
COUNTY OF DADE) SS.:

The foregoing instrument was acknowledged before me this 11 day of May, 2001, by HARVEY D. FRIEDMAN, the President of DCL PROPERTIES, INC., a Florida corporation, on behalf of the corporation.

Susan G. Carlucci
Notary Public
State of Florida at Large

My Commission Expires:



01 MAY 14 PM 9:20

FILED

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of DCL PROPERTIES,
LTD., the undersigned accepts such appointment, agrees to act in such
capacity and accepts the obligations imposed by Florida Statutes Section
620.105...

Dated this 11 day of May, 2001.



HARVEY D. FRIEDMAN

FILED
01 MAY 14 PM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT

HARVEY D. FRIEDMAN, being first duly sworn, deposes and says:

1. I am the President of DCL PROPERTIES, INC., a Florida corporation (the "Corporation"), which is the general partner of DCL PROPERTIES, LTD., a Florida limited partnership in the process of formation (the "Limited Partnership"), and I am authorized to make, and do make, this affidavit on behalf of the Corporation.

2. The limited partners have made no capital contributions to the Limited Partnership.

3. The limited partners anticipate making additional capital contributions to the Limited Partnership up to a maximum of \$7,500.00.

DCL PROPERTIES, INC.,
a Florida corporation

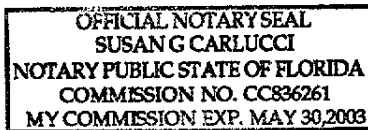
By: *Harvey D. Friedman*
HARVEY D. FRIEDMAN, President

STATE OF FLORIDA)
COUNTY OF DADE) SS.:

The foregoing instrument was acknowledged before me this 14 day of May, 2001, by HARVEY D. FRIEDMAN, the President of DCL PROPERTIES, INC., a Florida corporation, on behalf of the corporation in its capacity as General Partner of DCL PROPERTIES, LTD., a Florida limited partnership in the process of formation.

Susan G. Carlucci
Notary Public
State of Florida at Large

My Commission Expires:



01 MAY 15, 2001

FILED