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CSC TALL

P. 001

Division of Corporations

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Fax Number : (850) 205-0383

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAY 21 AM 7:47

RECEIVED

FLORIDA LIMITED PARTNERSHIP

DFRE-BAY, S.E., LTD.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$1,837.50

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CSC TALL

P. 002

MAY-18-01 13:55 From: GREENBERG TRAUER

T-587 P.08/13 Job-443

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
DFRE-BAY, S.E., LTD.**

1. The name of the limited partnership is: DFRE-BAY, S.E., LTD.
2. The address of the office of the limited partnership is: 7104 Melrose Castle Lane, Boca Raton, Florida 33496.
3. The name and address of the agent for service of process required to be maintained by Section 620.105 of Florida Statutes are: MARK B. DAVIS, 7104 Melrose Castle Lane, Boca Raton, Florida 33496.

The undersigned hereby accepts appointment as the initial registered agent of DFRE-BAY, S.E., LTD. and accepts the obligations provided for in Section 620.192 of Florida Statutes.



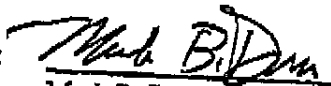
MARK B. DAVIS, Registered Agent

4. The name and business address of the sole general partner are: DFRE-BAY, INC., 7104 Melrose Castle Lane, Boca Raton, Florida 33496. 901-49985
5. The mailing address of the limited partnership is: 7104 Melrose Castle Lane, Boca Raton, Florida 33496.
6. The latest date upon which the limited partnership is to dissolve is December 31, 2050.

IN WITNESS WHEREOF, the undersigned, being the sole General Partner named above, for the purpose of forming a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, has executed this Certificate of Limited Partnership this 18th day of May, 2001.

DFRE-BAY, INC., a Florida corporation

By:



Mark B. Davis, President

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P. 003

MAY-18-01 13:58 From:GREENBERG TRAURIG

T-587 P.09/13 Job-443

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, constituting the sole general partner of DFRE-BAY, S.E., LTD., a Florida limited partnership, certifies:

1. The amount of capital contributions to date of the limited partners is \$0.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time is \$ 34,300,000.

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 to the best of my knowledge and belief.

DFRE-BAY, INC., a Florida corporation

By:

Mark B. Davis
Mark B. Davis, President

This 18th day of May, 2001.

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