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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

ALL

FLORIDA LIMITED PARTNERSHIP

aya partners, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$1,837.50

STATE
TALLAHASSEE, FLORIDA

01 JUN 15 PM 2:40

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
AYA PARTNERS, LTD.**

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

1. NAME.

The name of the Limited Partnership is:

AYA PARTNERS, LTD.

2. REGISTERED AGENT.

The name and address of the Registered Agent for the Limited Partnership is:

M & W Agents, Inc.
Boca Corporate Center
2101 Corporate Blvd.
Suite 107
Boca Raton, Florida 33431

3. GENERAL PARTNER.

The name and business address of the general partner is as follows:

AYA HOLDINGS, INC. a Florida Corporation 901-54836
7935 Talavera Place
Delray Beach, Florida 33446

4. MAILING ADDRESS AND PRINCIPAL ADDRESS.

The mailing and principal address of the Limited Partnership is as follows:

7935 Talavera Place
Delray Beach, Florida 33446

5. DISSOLUTION DATE.

The latest date upon which the Limited Partnership is to dissolve is December
31, 2051.

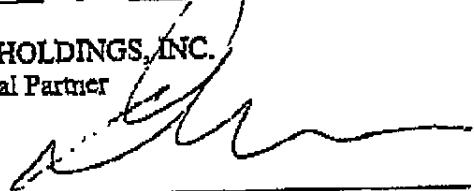
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IN WITNESS WHEREOF, the General Partner has caused this certificate of Limited Partnership to be executed at Boca Raton, FL, this 15 day of JUNE, 2001.

AYA HOLDINGS, INC.
General Partner

By: 

DONALD R. TESCHER

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SECRETARY
TALLAHASSEE, FLORIDA

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ACCEPTANCE

Pursuant to Section 620.192 of the Florida Statutes, the undersigned accepts appointment as registered agent for AYA PARTNERS, LTD., a Florida limited partnership, and accepts all obligations imposed on him as such under Florida law.

Executed this 15 day of June, 2001.

M & W AGENTS, INC.

By: 

Donald R. Tescher, President

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CLERK OF CIRCUIT COURT
TALLAHASSEE, FLORIDA

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AFFIDAVIT

STATE OF FLORIDA)
)
 COUNTY OF PALM BEACH) SS

The undersigned General Partner of AYA PARTNERS, LTD., a Florida Limited Partnership, being duly sworn, deposes and says:

The total capital contributions of the limited partners of the Limited Partnership through this date is \$10,000 and the total anticipated future capital contributions of the limited partners to the Limited Partnership is \$50,000,000.

AYA HOLDINGS, INC.
 General Partner

By: [Signature]
 Donald R. Tescher, Assistant Secretary

June The foregoing instrument was acknowledged before me this 15 day of June, 2001, by Donald R. Tescher, Assistant Secretary.

[Signature]
 Signature - Notary Public-State of Florida

[Seal with Commission Expiration Date]

OFFICIAL NOTARY SEAL
 ADELA NARGANES
 NOTARY PUBLIC STATE OF FLORIDA
 COMMISSION NO. CC72638
 MY COMMISSION EXP. APR. 27, 2002

Print type or stamp name of Notary Public

FAWPDATA\drGanz, Charles\AYA Partners, Ltd. Certificate of Partnership.wpd

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NOTARY PUBLIC
 TALLAHASSEE, FLORIDA