

MITCHELL J. COOK, P.A.
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July 18, 2001

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Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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Dear Madam or Sir:

Please find enclosed the Certificate of Limited Partnership and the Affidavit of Capital Contributions for Strategic Holdings Group Ltd.

I have also enclosed a check in the amount of \$271.25 made payable to the Florida Department of State. The amount represents the applicable fees based upon the total amount contributed by the partners, fees for designation of registered agent and fees to receive a certified copy and a Certificate of Status.

If you have any questions whatsoever, please do not hesitate to contact me.

Sincerely,

Mitchell J. Cook
MITCHELL J. COOK

MJC:akn
Enclosures as stated.
cc: Richard Renner and Luis Leon (w/o enclosures)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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CERTIFICATE OF LIMITED PARTNERSHIP

1. Strategic Holdings Group Ltd.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 3144 Northside Dr. Suite 101 Key West, FL 33040
(Business address of Limited Partnership)
3. Mitchell J. Cook, P.A.
(Name of Registered Agent for Service of Process)
4. 3706 N. Roosevelt Blvd., Key West, FL 33040
(Florida street address for Registered Agent)
5. Mitchell J. Cook
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 3144 Northside Dr. Suite 101, Key West, FL 33040
(Mailing Address of Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: July 9, 2031

8. Name(s) of general partner(s):

Street address:

J. Luis Leon


3144 Northside Dr. Suite 101



Key West, FL 33040

Richard A. Renner

3144 Northside Dr. Suite 101




Key West, FL 33040

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 17th day of July, 2001.

Signature of all general partners:



General Partner



General Partner

General Partner

General Partner

General Partner

General Partner

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TALLAHASSEE, FLORIDA

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

The undersigned constituting all of the general partners of Strategic Holdings Group Ltd.

a Florida Limited Partnership, certify:

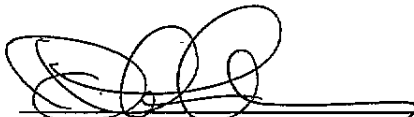
The amount of capital contributions to date of the limited partners is\$ 0.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 25,000.00.

Signed this 17th day of July, 2001.

FURTHER AFFIANT SAYETH NOT.

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


General Partner

General Partner

General Partner


General Partner

General Partner

General Partner

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