

CORP DIRECT AGENTS INC. (formerly CORP)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

A01000001402 file 2nd

FILING COVER SHEET
ACCT. #FCA-14

FILED
01 OCT 17 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT: CINDY HICKS

DATE: 10-17-01

REF. #: 0150. 2652

CORP. NAME: Shapiro Holdings Limited Partnership

- | | | |
|---------------------------------|----------------------------|-----------------------------|
| () ARTICLES OF INCORPORATION | () ARTICLES OF AMENDMENT | () ARTICLES OF DISSOLUTION |
| () ANNUAL REPORT | () TRADEMARK/SERVICE MARK | () FICTITIOUS NAME |
| () FOREIGN QUALIFICATION | (X) LIMITED PARTNERSHIP | () LIMITED LIABILITY |
| () REINSTATEMENT | () MERGER | () WITHDRAWAL |
| () CERTIFICATE OF CANCELLATION | () UCC-1 | () UCC-3 |
| () OTHER: | | |

B

BK

1000004639411-9
-10/17/01--01003-010
****140.00 ****140.00

STATE FEES PREPAID WITH CHECK# 500397 FOR \$ 140.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

- | | | |
|---------------------------|----------------------------------|------------------------|
| (X) CERTIFIED COPY | () CERTIFICATE OF GOOD STANDING | () PLAIN STAMPED COPY |
| () CERTIFICATE OF STATUS | | |

Examiner's Initials

RECEIVED
01 OCT 17 AM 10:17
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

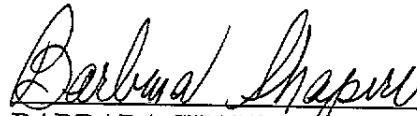
**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SHAPIRO HOLDINGS LIMITED PARTNERSHIP**

1. The name of the limited partnership is: SHAPIRO HOLDINGS LIMITED PARTNERSHIP.

2. The address of the office of the limited partnership is: 1800 N.E. 114th Street, Apartment 1610, Miami, Florida 33181.

3. The name and address of the agent for service of process required to be maintained by Section 620.105 of Florida Statutes are: BARBARA SHAPIRO, 1800 N.E. 114th Street, Apartment 1610, Miami, Florida 33181

The undersigned hereby accepts appointment as the initial registered agent of SHAPIRO HOLDINGS LIMITED PARTNERSHIP and accepts the obligations provided for in Section 620.192 of Florida Statutes.



BARBARA SHAPIRO, Registered Agent

4. The name and business address of the sole general partner are: SHAPIRO VENTURES, INC., 1800 N.E. 114th Street, Apartment 1610, Miami, Florida 33181.


901000100596

5. The mailing address of the limited partnership is: 1800 N.E. 114th Street, Apartment 1610, Miami, Florida 33181.

6. The latest date upon which the limited partnership is to dissolve is December 31, 2,050.

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 as of this 15th day of October, 2001.

SHAPIRO VENTURES, INC., a Florida corporation

By: 
Barbara Shapiro, President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, constituting the sole general partner of SHAPIRO HOLDINGS LIMITED PARTNERSHIP, a Florida limited partnership, certifies:

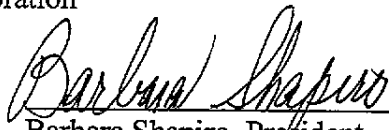
1. The amount of capital contributions to date of the limited partners is \$0.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time is \$100.00.

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.

SHAPIRO VENTURES, INC., a Florida
corporation

By:


Barbara Shapiro, President

This 15th day of October, 2001.

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