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October 15, 2001

**Via Federal Express**

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

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-10/17/01--01006--006  
\*\*\*1837.50 \*\*\*1802.50

A01-1412

Re: Filing of Certificate of Limited Partnership of Equity Partners Nine, Ltd.

Ladies/Gentlemen:

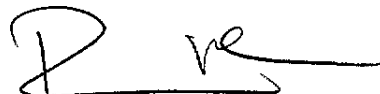
Enclosed please find an original and one photocopy of the Certificate of Limited Partnership of Equity Partners Nine, Ltd. for filing with the Secretary of State, together with a check in the amount of \$1,837.50, representing the fee for filing and obtaining a certified copy of said Certificate.

In the event you have any questions, please do not hesitate to contact me. Thank you for your assistance in this matter.

A self-addressed stamped envelope is included for your return of the certified copy of the filed Certificate.

Very truly yours,

DAVID KAHAN, P.A.



David Kahan

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DIVISION OF CORPORATIONS  
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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
EQUITY PARTNERS NINE, LTD.**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership ("Partnership") is:

**EQUITY PARTNERS NINE, LTD.**

2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (the "Act") is: 3696 N. Federal Highway, Suite 101, Ft. Lauderdale, FL 33308.

3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is: Equity Partners Ten, Inc., 3696 N. Federal Highway, Suite 101, Ft. Lauderdale, Florida 33308.

4. The name and business address of each General Partner of the Partnership is as follows:

GENERAL PARTNER

Equity Partners Ten, Inc.

BUSINESS ADDRESS

3696 N. Federal Highway, Suite 101  
Ft. Lauderdale, FL 33308

5. A mailing address for the Partnership is as follows:

Equity Partners Nine, Ltd.  
3696 N. Federal Highway, Suite 101  
Ft. Lauderdale, FL 33308


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6. The latest date upon which the Partnership is to dissolve is December 31, 2075, unless terminated sooner in accordance with the provisions of the Limited Partnership Agreement.

7. An affidavit as to capital contributions of the limited partners is submitted herewith and hereby incorporated herein by reference.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal to this Certificate this 15<sup>th</sup> day of October, 2001.

EQUITY PARTNERS TEN, INC., a Florida corporation, as  
general partner

By:  <sup>EVP</sup>  
David Kahan, Executive Vice President

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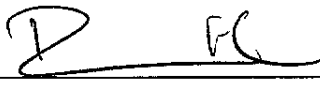
ACCEPTANCE OF APPOINTMENT

AS REGISTERED AGENT

THE UNDERSIGNED, named as the agent for service of process in paragraph three of the Certificate of Limited Partnership of Equity Partners Nine, Ltd., hereby accepts the appointment as such registered agent, and acknowledges that it is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act.

DATED this 15<sup>th</sup> day of October, 2001.

EQUITY PARTNERS TEN, INC., a Florida corporation

By:  LEV  
David Kahan, Executive Vice President

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AFFIDAVIT DECLARING AMOUNT OF  
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF  
EQUITY PARTNERS NINE, LTD.

The undersigned, constituting the sole General Partner of Equity Partners Nine, Ltd. (the "Partnership"), a Florida limited partnership, certifies as follows:

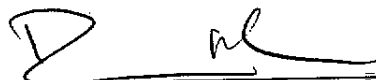
Upon the formation of the Partnership, the limited partner's contribution totals \$250,000. Additional capital contributions are anticipated to be made by the limited partners of \$0.00.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

EQUITY PARTNERS TEN, INC., a Florida corporation, as  
general partner

By:  .EVP  
David Kahan, Executive Vice President

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