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To:

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

From:

Account Name : KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.
Account Number : 073707002173
Phone : (954) 966-2112
Fax Number : (954) 981-1605

FLORIDA LIMITED PARTNERSHIP

Eye Management Systems, Ltd.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$140.00

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CERTIFICATE OF LIMITED PARTNERSHIP

Pursuant to Section 620.108 of the Florida Statutes, the following statement is made:

1. The name of the Limited Partnership is EYE MANAGEMENT SYSTEMS, LTD.
2. The address of the office and the name and address of the agent for service of process required to be maintained by Section 620.105 of the Florida Statutes is:

Robert M. Kramer
KRAMER, GREEN, ZUCKERMAN & GREENE, P.A.
4000 Hollywood Blvd., Suite 485 So.
Hollywood, Florida 33021

3. The name and business address of each General Partner is:

EYE GENERAL PARTNER, INC. 901-118161
c/o Eye Management Systems, Ltd.
2740 Hollywood Boulevard
Hollywood, FL 33021

4. The mailing address for the Limited Partnership is :

c/o KRAMER, GREEN, ZUCKERMAN & GREENE, P.A.
4000 Hollywood Blvd., Suite 485 So.
Hollywood, Florida 33021

5. The latest date upon which the Limited Partnership is to dissolve is December 31, 2038.

EYE GENERAL PARTNER, INC.

BY:



Lee R. Duffner, President

Prepared by: Robert M. Kramer, Bar No. 181940, 4000 Hollywood Blvd., Suite 485 South,
Hollywood, FL 33021; phone: (954) 966-2112

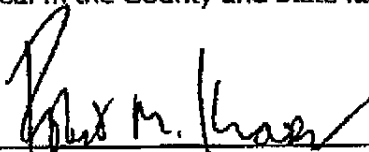
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TALLAHASSEE, FLORIDA
01 DEC 14

STATE OF FLORIDA }
 }
COUNTY OF BROWARD }

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared LEE R. DUFFNER as President of EYE GENERAL PARTNER, INC., General Partner of EYE MANAGEMENT SYSTEMS, LTD., to me known to be the person described in and who executed the foregoing Certificate of Limited Partnership and he acknowledged before me that he executed the same. He is personally known to me and he took an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 13TH day of December, 2001.



NOTARY PUBLIC

(seal)



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TALLAHASSEE, FLORIDA
01 DEC 14

LIMITED PARTNERSHIP AFFIDAVIT

STATE OF FLORIDA }

COUNTY OF BROWARD }

Pursuant to Section 620.108 of the Florida Statutes, the following statement is made:

1. The undersigned is the sole General Partner of EYE MANAGEMENT SYSTEMS, LTD.
2. The amount of the original capital contributions of the Limited Partners is \$600. The additional amount anticipated to be contributed by the Limited Partners is \$0.

FURTHER AFFIANT SAYETH NAUGHT.

GENERAL PARTNER:

EYE GENERAL PARTNER, INC.,
a Florida Corporation

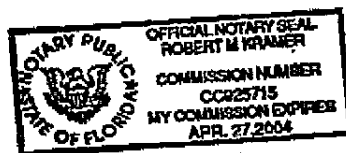
BY: *Lee R. Duffner*
LEE R. DUFFNER, President

01 DEC 14

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared LEE R. DUFFNER, President of EYE GENERAL PARTNER, INC., a Florida corporation, General Partner, of EYE MANAGEMENT SYSTEMS, LTD., to me known to be the person described in and who executed the foregoing Limited Partnership Affidavit and he acknowledged before me that he executed the same. He is personally known to me and he took an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 13TH day of December 2001.



Robert M. Kramer
NOTARY PUBLIC, State of Florida

ROBERT M. KRAMER

Print Name

(seal)

K:\B01\YES\LURGIAFF.1

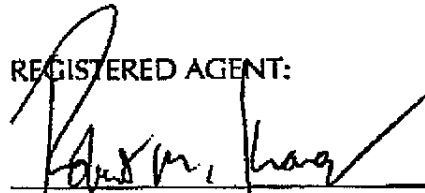
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ACKNOWLEDGMENT OF APPOINTMENT OF REGISTERED AGENT**EYE MANAGEMENT SYSTEMS, LTD.**

The undersigned, having been named the Registered Agent for the above Limited Partnership at 4000 Hollywood Boulevard, Suite 485 South, Hollywood, Florida 33021, the undersigned hereby accepts the same and agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the registered office open.

Dated: December 13, 2001.

REGISTERED AGENT:


ROBERT M. KRAMERFILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 DEC 14

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TOTAL P.05