

A01000001679

Land & Knight LLP
Requester's Name

315 So. Calhoun Street
Address

425-5675
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Legacy Partners Growth Fund Htd.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

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 Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

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OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

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 DIVISION OF CORPORATIONS
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 12/26

Examiner's Initials

**CERTIFICATE OF LIMITED PARTNERSHIP OF
LEGACY PARTNERS GROWTH FUND LTD.**

The undersigned general partner represents that it has formed a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (the "Act"), and that it has executed this Certificate of Limited Partnership pursuant to the foregoing Act and states herein as follows:

I. Name

The name of the limited partnership is **LEGACY PARTNERS GROWTH FUND LTD.**

II. Records of the Partnership

The address of the office in Florida at which place the records of the partnership shall be maintained is as follows:

201 S. Biscayne Blvd., 28th Floor, Suite 2839
Miami, Florida 33131

III. Registered Agent

The address of the registered office of the partnership and the name of the registered agent for service of process located at that office is as follows:

Intrastate Registered Agent Corporation
701 Brickell Avenue, Suite 3000
Miami, Florida 33131

IV. General Partner

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

JDM PARTNERS LLC
201 S. Biscayne Blvd., 28th Floor, Suite 2839
Miami, Florida 33131

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V. Mailing Address

The mailing address of the partnership is as follows:

201 S. Biscayne Blvd., 28th Floor, Suite 2839
Miami, Florida 33131

VI. Dissolution

The latest date on which the partnership is to dissolve is December 31, 2101.

WHEREFORE, the undersigned, JDM PARTNERS LLC, the general partner of the partnership, has executed this Certificate of Limited Partnership on the 20th day of December, 2001.

JDM PARTNERS LLC, as general partner

By: 

Name:

Jorge Luis Perez

Title:

MANAGER

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting the general partner of LEGACY PARTNERS GROWTH FUND LTD., a Florida limited partnership, certifies:

The amount of capital contributions to date of the limited partners is \$100.00.

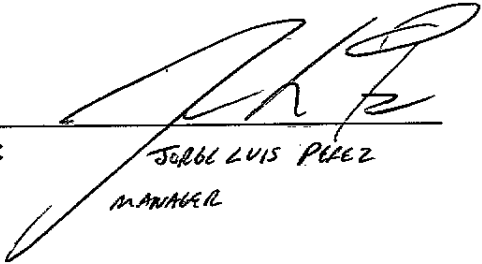
The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 75,000,000.00.

Further affiant sayeth not.

Under the 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.

Dated this 20th day of December, 2001.

JDM PARTNERS LLC, as general partner

By: 
Name: SERGIO LUIS PEREZ
Title: MANAGER

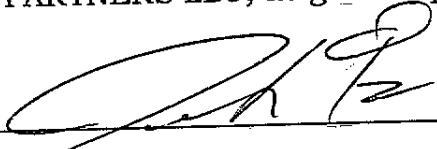
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LIMITED PARTNERSHIP REGISTERED AGENT DESIGNATION

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 620.105, Florida Statutes, the following is submitted: LEGACY PARTNERS GROWTH FUND LTD., with its place of business at 201 S. Biscayne Blvd., 28th Floor, Suite 2839, Miami, Florida 33131, has named Intrastate Registered Agent Corporation at 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 as its agent to accept service of process within Florida.

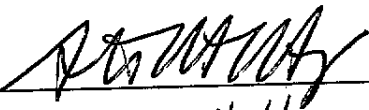
JDM PARTNERS LLC, as general partner

By: 
Name: JORGE LUIS PEREZ
Title: MANAGER

Having been named to accept Service of Process for the above stated limited partnership, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, and the undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and accepts the duties and obligations of section 620.192, Florida Statutes.

Dated this 20th day of December, 2001.

INTRASTATE REGISTERED AGENT CORPORATION

By: 
Name: Steven H. Hagen

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