

Division of Corporations

AO 20000000317

Florida Department of State
Division of Corporations
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Attn: Sue Deverson
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From:
 Account Name : TRIPP SCOTT, P.A.
 Account Number : 075350000065
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 DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP**Massimo & Marc'Andrea Musa Holdings, Ltd.**

Certificate of Status	0
Certified Copy	1
Page Count	03
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MASSIMO & MARC' ANDREA MUSA HOLDINGS, 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 Massimo & Marc' Andrea Musa Holdings, 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 (1986) (the "Act") is 3801 S. Congress Avenue, Lake Worth, FL 33461.
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 Matthew Zifrony, Esq., c/o Tripp Scott, P.A., 110 SE 6th Street, 15th Floor, Ft. Lauderdale, FL 33301.
4. The name and business address of the General Partner of the Partnership is as follows:

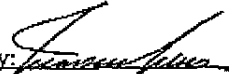
Massimo & Marc' Andrea Musa Holdings, LC
3801 S. Congress Avenue
Lake Worth, FL 33461
5. A mailing address for the Partnership is as follows:

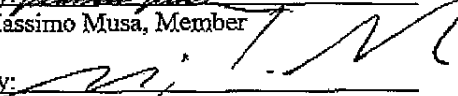
3801 S. Congress Avenue
Lake Worth, FL 33461
6. The latest date upon which the Partnership is to dissolve is December 31, 2042, unless otherwise continued in accordance with the terms of an Amendment to this Certificate of Limited Partnership.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal to this Certificate this 26 day of February, 2002.

GENERAL PARTNER:

MASSIMO & Marc' Andrea MUSA HOLDINGS, LC,
a Florida limited liability company

By: 
Massimo Musa, Member

By: 
Marc' Andrea Musa, Member

Prepared by: Gregory A. McLaughlin, Esq.
Bar No. 0518794
Tripp Scott, PA
P.O. Box 14245
Ft. Lauderdale, FL 33302
(954)525-7500


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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 Massimo & Marc' Andrea Musa Holdings, Ltd., hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Revised Uniform Limited Partnership Act (1986).


Matthew Zifrony

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**AFFIDAVIT DECLARING AMOUNT OF
CAPITAL CONTRIBUTIONS OF THE LIMITED PARTNER OF
MASSIMO & MARC' ANDREA MUSA HOLDINGS, LTD.**

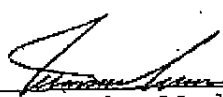
BEFORE ME, the undersigned Member of the sole General Partner of Massimo & Marc' Andrea Musa Holdings, Ltd. ("Partnership"), a Florida limited partnership, certifies as follows:

The limited partner's contribution to the Partnership totals \$990 at this time and it is anticipated that future contributions of the limited partner is \$0.

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.


Massimo Musa, Member
of Massimo & Marc' Andrea Musa Holdings, LC

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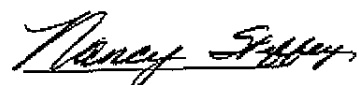
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STATE OF FLORIDA)

SS.:

COUNTY OF Palm Beach)

The foregoing instrument was acknowledged before me this 26 day of February, 2002, by Massimo Musa, as a Member of Massimo & Marc' Andrea Musa Holdings, LC, on behalf of the limited liability company. He is personally known to me or who has produced Personally known as identification.

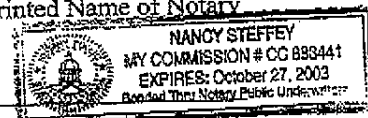


Notary Public, State of Florida

Public



Printed Name of Notary



Commission or Serial Number

My Commission Expires:

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