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To: Division of Corporations
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AL

From: Account Name : ATLAS PEARLMAN, P.A. *MPM*
 Account Number : 076247002423
 Phone : (954) 763-1200
 Fax Number : (954) 766-7800

FLORIDA LIMITED PARTNERSHIP**EPG GLOBAL PRIVATE EQUITY FUND, LTD.**

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$1,837.50

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
EPG GLOBAL PRIVATE EQUITY FUND, LTD.
A FLORIDA LIMITED PARTNERSHIP**

The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, hereby states:

1. The name of the limited partnership is EPG GLOBAL PRIVATE EQUITY FUND, LTD.
2. The business address of the limited partnership is 1800 Corporate Boulevard, N.W., Suite 101, Boca Raton, FL 33431.
3. The name of the Registered Agent for Service of Process on the limited partnership is Anthony F. Giordano.
4. The Florida street address for the Registered Agent is 1800 Corporate Boulevard, N.W., Suite 101, Boca Raton, FL 33431.
5. **ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as statutory registered agent for EPG GLOBAL PRIVATE EQUITY FUND, LTD., a Florida limited partnership, I hereby agree to act in that capacity, and on behalf of the limited partnership, to accept service of process for the limited partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.


ANTHONY F. GIORDANO

6. The mailing address of the limited partnership is 1800 Corporate Boulevard, N.W., Suite 101, Boca Raton, FL 33431.
7. The latest date upon which the limited partnership is to be dissolved is December 1, 2052.

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8. The name of the general partner: Street Address:
8. EPG GLOBAL MANAGEMENT, INC. 1800 Corporate Boulevard, N.W.,
a Florida corporation *902-33650* Suite 101, Boca Raton, FL 33431

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated therein are true and correct

Signed this 26 day of March 2002.

EPG GLOBAL MANAGEMENT, INC.
a Florida corporation

By: 

ANTHONY F. GIORDANO, President

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR EPG GLOBAL PRIVATE EQUITY FUND, LTD.,
A FLORIDA LIMITED PARTNERSHIP**

The undersigned, constituting the sole general partner of EPG GLOBAL PRIVATE EQUITY FUND, LTD., a Florida limited partnership, certifies that:

1. The amount of capital contributions to date of the limited partners is \$0.
2. The total amount anticipated to be contributed by the limited partners at this time is \$10,000,000.

Signed this 26 day of March 2002.

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 therein are true and correct.

EPG GLOBAL MANAGEMENT, INC.
a Florida corporation

By: 

ANTHONY F. GIORDANO, President

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