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Account Name : RUTHERFORD, MULHALL & WARGO, P.A.
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W02-9254

FLORIDA LIMITED PARTNERSHIP

Z3 CAPITAL PARTNERS, L.P.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 3, 2002

RUTHERFORD, MULHALL & WARGO, P.A.

SUBJECT: 23 CAPITAL PARTNERS, L.P.
REF: W02000009254

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must add a limited partnership suffix to the name, such as LTD., LIMITED, or LIMITED PARTNERSHIP.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges
Document Specialist

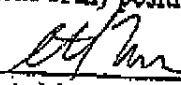
FAX Aud. #: H02000071313
Letter Number: 002A00019518

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
Z³ CAPITAL PARTNERS, LTD.**

1. Z³ CAPITAL PARTNERS, LTD.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 225 N.E. Mizner Blvd. 6th Floor, Boca Raton, FL 33432
(Business Address of Limited Partnership)
3. Rutherford, Mulhall & Wargo, P.A.
(Name of Registered Agent for Service of Process)
4. 2600 N Military Trail, 4th Floor, Boca Raton, Florida 33431
(Florida Street Address for Registered Agent)

5. **Registered Agent's Acceptance:**
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment on behalf of the registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent's signature: 

Stephen A. Mendelsohn, On behalf of
Rutherford, Mulhall & Wargo, as Registered Agent

6. 225 N.E. Mizner Blvd. 6th Floor, Boca Raton, FL 33432
(Mailing Address of the Limited Partnership)
7. The period of this Limited Partnership is perpetual, unless sooner dissolved.

8. NAME OF GENERAL PARTNER(S)

EFN Capital Management, Inc.

002-34556

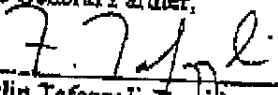
STREET ADDRESS

225 N.E. Mizner Blvd, 6th Floor
Boca Raton, FL 33432

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 3rd day of April, 2002.

EFN Capital Management, Inc.,
By its General Partner,


Franklin Tafazzoli, President of
EFN Capital Management, Inc., General Partner

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP

BEFORE ME, the undersigned, constituting all of the general partners, personally appeared Franklin Tafazzoli, President of EFN Capital Management, Inc., a general partner of Z³ Capital Partners, Ltd., a Florida Limited Partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the General Partner is \$100.00.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time for the purposes of transacting business in Florida is \$0.00.

It is not possible to determine an anticipated contribution total at this time, but when contributions are made the Partnership will file affidavits to increase the limited partnership contributions as needed.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

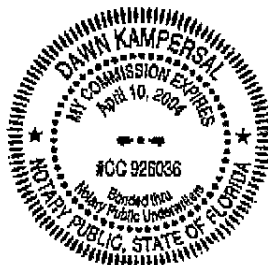
Signed this 3rd day of April, 2002.

Franklin Tafazzoli, President of
EFN Capital Management, Inc.,
General Partner

STATE OF FLORIDA
COUNTY OF PALM BEACH }

On this 3rd day of April, 2002, Franklin Tafazzoli personally appeared before me, ☒ who is personally known to me, or ☐ whose identity I proved on the basis of _____

Seal



Dawn Kampersal
Notary Public

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