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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

LIMITED PARTNERSHIP AMENDMENT

CITADEL HOLDINGS GROUP LIMITED PARTNERSHIP

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$52.50

75.00

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02 MAY - 7 PM 12:57
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DIVISION OF CORPORATION

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**STATEMENT OF QUALIFICATION FOR
FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited partnership as identified in the records of the Florida Department of State:
Citadel Holdings Group Limited Partnership

Insert limited partnership's Florida document number: 902 00000 0650

or

Attach certificate of limited partnership, affidavit of capital contributions and applicable limited partnership filing fees.

2. Suffix adopted for the above named partnership: Citadel Holdings Group LLLP
(LLP, L.L.P.)

3. The street address of its chief executive office: 6500 N.W. 72nd Ave.
(if different from current recorded address): Miami, FL 33166

4. The street address of principal office in Florida:
(if different from above)

5. The limited partnership hereby elects to be a limited liability limited partnership.

6. The effective date of this filing shall be:
X as of the date this document is filed with the Florida Secretary of State
or
a date later than the time of filing:

7. The name and Florida street address of the partnership's agent for service of process:
Francisco J. Ortega
6500 N.W. 72nd Avenue
Miami, Florida 33166

The execution of this statement as a partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Signed this 3rd day of May, 2002.

Signature of TWO Partners:

Typed or printed names of partners signing above: Carlos A. Ortega
Leonardo Carlos Ortega

Filing Fee: \$25.00
Certified Copy (optional): \$52.50
Certificate of Status (optional): \$8.75

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TALLAHASSEE, FLORIDA