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Florida Department of State  
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To: Division of Corporations  
 Fax Number : (850)205-0383

From: Account Name : ATLAS PEARLMAN, P.A. — *mpm*  
 Account Number : 076247002423  
 Phone : (954)763-1200  
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**FLORIDA LIMITED PARTNERSHIP****SPG LIMITED PARTNERS, LTD.**

Certificate of Status	0
Certified Copy	1
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DIVISION OF CORPORATIONS

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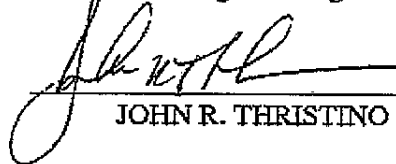
**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
SPG LIMITED PARTNERS, LTD.  
A FLORIDA LIMITED PARTNERSHIP**

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 SPG LIMITED PARTNERS, LTD.
2. The business address of the limited partnership is 320 Plaza Real, Suite 607, Boca Raton, FL 33432.
3. The name of the Registered Agent for Service of Process on the limited partnership is John R. Thristino.
4. The Florida street address for the Registered Agent is 320 Plaza Real, Suite 607, Boca Raton, FL 33432.

5. **ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as statutory registered agent for SPG LIMITED PARTNERS, 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.

  
JOHN R. THRISTINO

6. The mailing address of the limited partnership is 320 Plaza Real, Suite 607, Boca Raton, FL 33432.
7. The latest date upon which the limited partnership is to be dissolved is December 1, 2059.
8. The name of the general partner:                      Street Address:

ASSET MANAGEMENT GROUP, LLC      320 Plaza Real, Suite 607  
a Florida limited liability company      Boca Raton, FL 33432

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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 16. day of May 2002.

ASSET MANAGEMENT GROUP, LLC  
a Florida corporation

By:

  
JOHN R. THRISTINO, President

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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
FOR SPG LIMITED PARTNERS, LTD.  
A FLORIDA LIMITED PARTNERSHIP

The undersigned, constituting the sole general partner of SPG LIMITED PARTNERS, 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 5-16 day of May 2002.

FURTHER AFFLIANT 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.

ASSET MANAGEMENT GROUP, LLC  
a Florida limited liability company

By:   
JOHN R. THRISTINO, President

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