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3 MICHIGAN BAR
4 NEW JERSEY BAR
5 NEW YORK BAR
6 PENNSYLVANIA BAR
7 SOUTH CAROLINA BAR

* CERTIFIED CIRCUIT COURT
CIVIL MEDIATOR

REPLY TO:

BOCA RATON OFFICE

7/17 FL LP

(3)

MJH

July 16, 2002

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

500006472355--9

-07/17/02--01037--017

***1785.00 ***1785.00

Re: Udine Equity Partners, Ltd.
Our File No. 6831.001

Dear Sir or Madam:

Enclosed for filing please find a Certificate of Limited Partnership and a check in the amount of \$1,785.00, representing the filing fee.

If you have any questions, please do not hesitate to contact me. Thank you.

Very truly yours,



Joseph M. Landolfi, Jr.
For the Firm

JML/dmk
Enclosure

FILED
02 JUL 17 AM 8:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

\$1785.00-LP

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
UDINE EQUITY PARTNERS, LTD.**

1. UDINE EQUITY PARTNERS, LTD.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.," or "Limited Partnership")
2. 1792 Bell Tower Lane, Weston, Florida 33326
(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

Joseph M. Landolfi, Jr.
Joseph M. Landolfi, Jr., On behalf of
Rutherford, Mulhall & Wargo, as Registered Agent

6. 1792 Bell Tower Lane, Weston, Florida 33326
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: 2050

8.

<u>NAME OF GENERAL PARTNER(S)</u>	<u>STREET ADDRESS</u>
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UDINE ASSET MANAGEMENT, LLC

602-46847

1792 Bell Tower Lane
Weston, FL 33326

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 12th day of July, 2002.

UDINE EQUITY PARTNERS, LTD.,
By its General Partner,

Scott R. Udine
Scott R. Udine, Managing Member of
Udine Asset Management, LLC,
General Partner

FILED
02 JUL 17 AM 8:56
TALLAHASSEE FLORIDA
SECRETARY OF STATE


AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP

BEFORE ME, the undersigned personally appeared Scott R. Udine, Managing Member of Udine Asset Management, LLC, a general partner of Udine Equity Partners, Ltd., a Florida Limited Partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the Limited Partners is \$5,000,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$5,000,000.

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 12th day of July, 2002.



Scott R. Udine, Managing Member of
Udine Asset Management, LLC,
General Partner

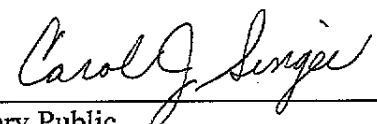
STATE OF FLORIDA)
COUNTY OF BROWARD)

On this 12th day of July, 2002, Scott R. Udine, personally appeared before me, Carol J. Singer, who is personally known to me, or () whose identity I proved on the basis of _____.

Seal



Carol J. Singer
My Commission DD034245
Expires August 17 2005



Notary Public

FILED
02 JUL 17 AM 8:16
TALLAHASSEE FLORIDA
SECRETARY OF STATE