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ZIN, SUMBERG, ET. AL

TEL 305-374-7593

P. 002

Division of Corporations

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To:

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

From:

Account Name : BILZIN, SUMBERG DUNN BAENA PRICE & AXELROD LLP
Account Number : 075350000132
Phone : (305) 374-7580
Fax Number : (305) 350-2446

DIVISION OF CORPORATIONS

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FLORIDA LIMITED PARTNERSHIP

S Cubed Holdings, Ltd.

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

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$1,846.25

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
S CUBED HOLDINGS, LTD.**

The undersigned, desiring to form a limited partnership in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, as set forth in Sections 620.101 to 620.192, Florida Statutes, as amended, hereby states as follows:

1. The name of the limited partnership is S Cubed Holdings, Ltd., a Florida limited partnership (the "Limited Partnership").

2. The address of the registered office of the Limited Partnership is:

8151 Peters Road
Suite 3300
Plantation, FL 33324.

3. The name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, as amended, are:

Richard D. Mondre
8151 Peters Road
Suite 3300
Plantation, FL 33324.

4. The name and business address of the sole general partner of the Limited Partnership are:

S Cubed Holdings GP, Inc.,
a Florida corporation
8151 Peters Road
Suite 3300
Plantation, FL 33324.

5. The mailing address for the Limited Partnership is:

8151 Peters Road
Suite 3300
Plantation, FL 33324.

6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2052.

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The execution of this Certificate of Limited Partnership on behalf of the undersigned sole general partner constitutes an affirmation that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed in the name and on behalf of the sole general partner of the Limited Partnership as of the 30th day of September, 2002.

S Cubed Holdings GP, Inc., a Florida corporation, its general partner

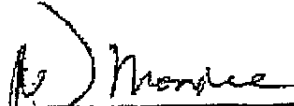
By: 

Stacy Shudnik, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, having been designated as registered agent for S Cubed Holdings, Ltd., a Florida limited partnership (the "Limited Partnership"), in the foregoing Certificate of Limited Partnership of the Limited Partnership, hereby agrees that he will accept service of process for and on behalf of the Limited Partnership and that he will comply with any and all laws, including, without limitation, Section 620.192, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated: September 30, 2002.


Richard D. Mondre, Registered Agent

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
 COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, a notary public authorized to administer oaths and to take acknowledgments in and for the State and County aforesaid, personally appeared Stacy Studnik a President of S Cubed Holdings GP, Inc., a Florida corporation (the "Corporation"), which corporation is the sole general partner of S Cubed Holdings, Ltd., a Florida limited partnership (the "Limited Partnership"), who, after first being duly sworn on oath, deposes and says as follows:

1. Affiant is the President and is duly authorized to act on behalf of the Corporation, which is the sole general partner of the Limited Partnership.

2. As of the date hereof, the limited partners of the Limited Partnership have contributed to the Limited Partnership an aggregate of \$7,920,000.00 of the total amount of \$7,920,000.00 in capital contributions anticipated to be contributed to the Limited Partnership by its limited partners.

3. Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.

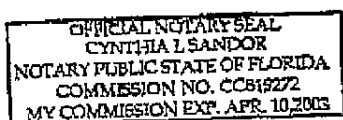
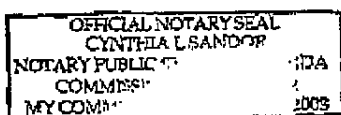
FURTHER AFFIANT SAYS NAUGHT.

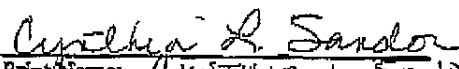

 Stacy Studnik

THE FOREGOING INSTRUMENT was acknowledged, sworn to and subscribed before me this 30 day of September, 2002, by Stacy Studnik as President of S Cubed Holdings GP, Inc., a Florida corporation, on behalf of such corporation; said individual has produced a _____ as identification or is personally known to me.

My Commission Expires:

[NOTARIAL SEAL]




 Print Name: CYNTHIA L. SANDOR
 NOTARY PUBLIC, State of Florida
 Serial No., if any: _____

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