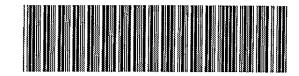
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ON OF CORPORATIONS

" ABRYAN JAN

FIELDSTONE LESTER SHEAR & DENBERG

ATTORNEYS & COUNSELORS AT LAW

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OF COUNSEL:

KENNETH R. DREYFUSS STEVEN W. HELLER*

*ADMITTED IN NEW YORK AND NEW JERSEY ONLY

December 31, 2002

Department of State Division of Corporations, Corporate Filings P.O. Box 6327 Tallahassee, FL 32314

Re: DUKES FAMILY MANAGEMENT, L.L.C. DUKES FAMILY HOLDINGS, LTD.

Dear Sir or Madam:

I am enclosing herewith the following documents and one check payable to the Florida Secretary of State for the combined stated filing fees of \$312.50, which entities should be formed in the following order:

1. Articles of Organization of the following 4 LLCs:

DUKES FAMILY MANAGEMENT, L.L.C.

Filing fee	\$	100.00
Registered Agent Fee	\$	25.00
Certified copy	\$_	30,00
Total	\$	155.00

2. Certificate of Limited Partnership and Affidavit of Capital Contribution of **DUKES FAMILY HOLDINGS, LTD.**

Filing fee	S	70.00
Registered Agent Fee	\$	35.00
Certified copy	\$_	<u>52,50</u>
Total	\$	157.50

If you should have any questions please call me at my direct line (305) 357-1001 or my cellular phone (305) 978-7980.

Sincerely

ee I Osiason

CERTIFICATE OF LIMITED PARTNERSHIP OF DUKES FAMILY HOLDINGS, LTD.

TD.

THIS CERTIFICATE OF LIMITED PARTNERSHIP OF DUKES FAMELY HOLDINGS, LTD. (the "Partnership"), is being executed by the undersigned for the purpose of forming a Limited Partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986).

- 1. The name of the Limited Partnership is DUKES FAMILY HOLDINGS, LTD.
- 2. The address of the registered office of the Partnership is 12268 S.W. 217th Street, Goulds, FL 33170. The Partnership's registered agent at that address is Elijah Dukes and signs here to accept the designation as registered agent for service of process for the partnership:

Elijah Dukes

- 3. The name and business address of the Partnership's general partner is: DUKES FAMILY MANAGEMENT, LLC, 12268 S.W. 217th Street, Goulds, FL 33170. #L0300000540
- 4. The mailing address and principal place of business for the Partnership is: 12268 S.W. 217th Street, Goulds, FL 33170.
 - 5. The latest date upon which the Partnership is to dissolve is December 31, 2060.

Under penalties of perjury, the undersigned sole general partner of the Partnership declares that it has read the foregoing and that the facts alleged are true and correct to the best of its knowledge and belief on this of December, 2002.

DUKES FAMILY MANAGEMENT, LLC, a Florida limited liability company

Elijah Fukes, Manager

GENERAL PARTNER'S AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR DUKES FAMILY HOLDINGS, LTD.

DUKES FAMILY MANAGEMENT, LLC, a Florida limited liability company, the sole general partner of DUKES FAMILY HOLDINGS, LTD. (the "Partnership"), certifies as follows:

- 1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, Ten thousand and No/100 (\$10,000.00) Dollars.
- 2. At this time, it is anticipated that no additional capital contributions will be made by the limited partners.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true and correct to the best of my knowledge and belief as of the ______ day of December, 2002.

GENERAL PARTNER:

DUKES FAMILY MANAGEMENT, LLC, a Florida limited liability company

