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LAW OFFICES
MANDEL, WEISMAN, HEIMBERG, BRODIE & GRIFFIN, P.A.

BOCA CORPORATE CENTER
2101 CORPORATE BOULEVARD, SUITE 300
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SOUTH FLORIDA TOLL FREE
1-800-416-2249

ERIK S. BLOOM
EXT. 243
E-MAIL: ebloom@mandelweisman.com

VIA FEDERAL EXPRESS

January 10, 2003

Secretary of State
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

FILED
03 JAN 14 PM 3:58
TALLAHASSEE, FLORIDA

Re: Certificate of Limited Partnership of EASEE, LTD.

Dear Secretary of State:

Enclosed is the original Certificate of Limited Partnership of EASEE, LTD., along with a check in the amount of \$113.75, representing the requisite filing fees.

Please file the enclosed Certificate, and provide this office with a certified copy thereof and Certificate of Status. Your assistance in this matter is greatly appreciated.

Sincerely,

MANDEL, WEISMAN, HEIMBERG, BRODIE & GRIFFIN, P.A.



Erik S. Bloom, Esquire
ESB/aal
Enclosure

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
EASEE, LTD., A FLORIDA LIMITED PARTNERSHIP**

1. Name of Limited Partnership:

EASEE, LTD.

2. Business Address of Limited Partnership:

1072 A East Newport Center Drive
Deerfield Beach, Florida 33442

3. Name of Registered Agent:

Andrew Stallone

4. Street Address of Registered Agent:

1072 A East Newport Center Drive
Deerfield Beach, Florida 33442

5. Signature of Registered Agent:



6. Mailing Address of Limited Partnership:

1072 A East Newport Center Drive
Deerfield Beach, Florida 33442

7. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2103.

8. Name and specific address of the sole general partner:

PBC, LLC, a Florida limited liability company
Attention: Edward Ellman, Managing Member
1072 A East Newport Center Drive
Deerfield Beach, Florida 33442

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03 JUN 14 PM 3:58
DEERFIELD BEACH, FLORIDA

Signed this 10th day of January, 2003.

EASEE, LTD.


By: PBC, LLC, a Florida limited liability,
company, its sole general partner

By: MS
Andrew Stallone, Managing Member

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03 JAN 14 PM 3:58
STATE
PALM BEACH, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for EASEE, LTD., ("Partnership"), I hereby agree to act in this capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with the provisions of all statutes relative to the complete and proper performance of my duties as registered agent.



ANDREW STALLONE

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03 JAN 14 PM 3:58
STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned personally appeared Andrew Stallone, Managing Member of PBC, LLC, a Florida limited liability company, the General Partner of EASEE, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of initial capital contributions of the limited partners upon the filing of this Certificate is \$1,000.00.
2. The total amount to be contributed by the limited partners shall not exceed \$10,000.00.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

EASEE, LTD., a Florida limited partnership

By: PBC, LLC, a Florida limited liability company, the sole General Partner

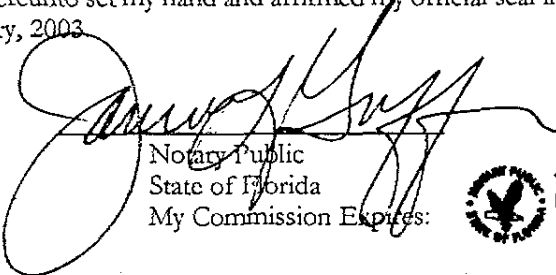
By: 

Andrew Stallone, Managing Member

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned officer, a Notary Public authorized to administer of and to take acknowledgments in and for the State and County set forth above, personally appeared Andrew Stallone, as Managing Member of PBC, LLC, a Florida limited liability company, the sole General Partner of EASEE, LTD., known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and be acknowledged to me and before me that he executed this Affidavit as President of the sole General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affirmed my official seal in the State and County set forth above, this 10th day of January, 2003


Notary Public
State of Florida
My Commission Expires:



Janice L. Griffin
My Commission DD129926
Expires June 30, 2005