

Division of Corporations

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Florida Department of State
Division of Corporations
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Account Name : BERGER SINGERMAN - FORT LAUDERDALE
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DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP NEW TRG WHIPPORWILL, LTD.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$148.75

01/23/2003

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NO.025 P002

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CERTIFICATE OF LIMITED PARTNERSHIP

Pursuant to Section 620.108, Florida Statutes, the undersigned, being the sole General Partner, desiring to form a Florida limited partnership, does hereby swear and affirm as follows:

1. The name of the Limited Partnership is NEW TRG WHIPPORWILL, LPD
2. The business address of the limited partnership is 2828 Coral Way, Penthouse Suite, Miami, Florida 33145.
3. The mailing address of the limited partnership is 2828 Coral Way, Penthouse Suite, Miami, Florida 33145.
4. The street address of the initial registered office of the limited partnership is 350 East Las Olas Boulevard, Suite 1000, Fort Lauderdale, Florida, 33301, and the name of the initial Registered Agent is James L. Berger.
5. The name and business address of the sole General Partner is:

<u>Name</u>	<u>Address</u>
TRG Whipporwill, Inc.	2828 Coral Way Penthouse Suite Miami, FL 33145

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6. The latest date upon which the limited partnership is to be dissolved is February 4, 2075.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 23 day of January 2003.

GENERAL PARTNER

TRG WHIPPORWILL, INC.

By: James L. Berger
JAMES L. BERGER, as Authorized
 Representative of General Partner

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A
FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting the sole of the General Partner of NEW TRG WHIPPORWILL, LTD. a Florida Limited Partnership, certifies that:

The amount of capital contributions to date of the limited partners is NINE HUNDRED NINETY NINE DOLLARS (\$999.00); and

The total amount contributed and anticipated to be contributed by the limited partners to the Partnership is NINE HUNDRED NINETY NINE DOLLARS (\$999.00).

FURTHER AFFIANT SAYETH NOT.

Under the 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.

GENERAL PARTNER

TRG WHIPPORWILL, INC.

By: James L. Berger
JAMES L. BERGER, as Authorized
Representative of General Partner

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of NEW TRG WHIPPORWILL, LTD., as made in the foregoing Certificate of Limited Partnership and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as the initial Registered Agent of NEW TRG WHIPPORWILL, LTD.

Date: January 23, 2003

By: James L. Berger
JAMES L. BERGER, Initial Registered Agent

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