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02 MAR 1984
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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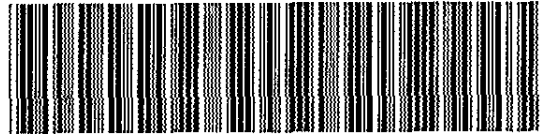
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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

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03 MAR 10 PM 1:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 960697 11758A

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 140.00

ORDER DATE : March 10, 2003

ORDER TIME : 2:34 PM

ORDER NO. : 960697-005

CUSTOMER NO: 11758A

CUSTOMER: Jeffrey S. Wachs, Esq
Doumar Allsworth Cross
Laystrom Perloff Voigt Wachs M
1177 Southeast Third Avenue

Fort Lauderdale, FL 33316

DOMESTIC FILING

NAME: THE FIELDS INVESTMENTS LIMITED
PARTNERSHIP

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS: _____

CERTIFICATE OF LIMITED PARTNERSHIP

OF

THE FIELDS INVESTMENTS LIMITED PARTNERSHIP

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, constituting the General Partners of THE FIELDS INVESTMENTS LIMITED PARTNERSHIP, a Florida Limited partnership, hereby files its Certificate of Limited Partnership in accordance with Chapter 620, Florida Statutes, as follows:

1. Name of the Partnership: THE FIELDS INVESTMENTS
LIMITED PARTNERSHIP
2. The address of the office of the Partnership is.

20276 Hacienda Court
Boca Raton, FL 33498
3. Name and addresses of the agent for the service
of process on the Partnership is.

JEFFREY S. WACHS, ESQ.
1177 S.E. 3rd Avenue
Fort Lauderdale, FL 33316
4. Name and business address of the General Partners are.

ANDREW M. FIELDS and
LORI A. FIELDS
20276 Hacienda Court
Boca Raton, FL 33498
5. Mailing address of the Partnership is.

THE FIELDS INVESTMENTS
LIMITED PARTNERSHIP
c/o ANDREW M. FIELDS and
LORI A. FIELDS
General Partners
20276 Hacienda Court
Boca Raton, FL 33498

6. Latest date upon which the Partnership will dissolve.

Will be in accordance with Section 620.157,
of the Florida Statute, however, no later than
December 31, 2053.

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TALLAHASSEE, FLORIDA

The execution of this Certificate by the undersigned General Partners constitute an affirmation under penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, the undersigned have duly executed this Certificate of Limited Partnership of THE FIELDS INVESTMENTS LIMITED PARTNERSHIP, this 4th day March, 2003.

GENERAL PARTNER(S):


By: ANDREW M. FIELDS


By: LORI A. FIELDS

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

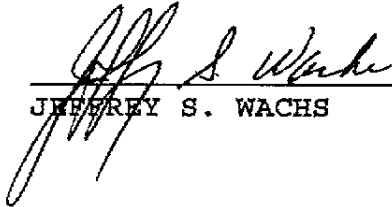
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as Registered Agent for THE FIELD INVESTMENTS LIMITED PARTNERSHIP, a Florida limited partnership ("Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership agree to comply with any and all statutes relative to the complete and proper performance of the duties of a registered agent.

REGISTERED AGENT:



JEFFREY S. WACHS

FILED

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

03 MAR 10 PM 1:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared
ANDREW M. FIELDS AND LORI A. FIELDS, the General Partners of THE
FIELDS INVESTMENTS LIMITED PARTNERSHIP, a Florida limited
partnership, herein referred to as the "Partnership", who, upon
being duly sworn, certified as follows:

1. As of the date hereof, the amount of capital contributions
to the Partnership made by the Limited Partners is as follows:

\$5,000.00

2. The amount of capital contributions anticipated to be
contributed by additional Limited Partners is as follows:


NONE


3. Affiant has executed this Affidavit of Capital
Contributions as the duly authorized representative of the General
Partner of said Partnership.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, we declare that we have read the
foregoing and that the facts alleged are true, to the best of our
knowledge and belief.

DATED this 4th day of March, 2003.


ANDREW M. FIELDS


LORI A. FIELDS

STATE OF FLORIDA)
 SS:
COUNTY OF BROWARD)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SWORN TO AND SUBSCRIBED before me, the undersigned authority,
by ANDREW M. FIELDS, who appeared personally before me and took an
oath, who is personally known to me or who produced _____
as identification, on this
4th day of March, 2003.

Lisa D. Belenson

Notary Public, State of Florida
Print Name: Lisa D. Belenson
My Commission Number: DD133915
My Commission Expires: 8/10/06

STATE OF FLORIDA)
 SS:
COUNTY OF BROWARD)



Lisa D. Belenson
Commission # DD133915
Expires Aug. 10, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

SWORN TO AND SUBSCRIBED before me, the undersigned authority,
by LORI A. FIELDS, who appeared personally before me and took an
oath, who is personally known to me or who produced _____
as
identification, on this 4th day of March, 2003.

Lisa D. Belenson

Notary Public, State of Florida
Print Name: Lisa D. Belenson
My Commission Number: DD133915
My Commission Expires: 8/10/06



Lisa D. Belenson
Commission # DD133915
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