

Division of Corporations

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Florida Department of State  
Division of Corporations  
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To:

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

From:

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

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03 MAY -8 PM 3:51  
DIVISION OF CORPORATIONS

**FLORIDA LIMITED PARTNERSHIP**

**BCOM Investment Adviser, Ltd.**

FILED  
03 MAY -8 PM 3:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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| Certificate of Status | 1        |
| Certified Copy        | 1        |
| Page Count            | 03       |
| Estimated Charge      | \$165.55 |

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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
BCOM INVESTMENT ADVISER, 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 BCOM Investment Adviser, Ltd., a Florida limited partnership (the "Limited Partnership").

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

1201 Brickell Avenue  
Suite 650  
Miami, Florida 33131.

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:

Aslan Palachi  
1201 Brickell Avenue  
Suite 650  
Miami, Florida 33131.

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

BCOM Adviser GP, Inc.,  
a Florida corporation  
1201 Brickell Avenue  
Suite 650  
Miami, Florida 33131.

5. The mailing address for the Limited Partnership is:

1201 Brickell Avenue  
Suite 650  
Miami, Florida 33131.

6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2053.

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TALLAHASSEE, FLORIDA

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TEL: 305-374-7593

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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 7th day of May, 2003.

GENERAL PARTNER:

BCOM Adviser GP, Inc., a Florida corporation

By: Aslan Palachi  
Aslan Palachi, Vice President

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned, having been designated as registered agent for BCOM Investment Adviser, 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: May 7th, 2003.

Aslan Palachi  
Aslan Palachi, Registered Agent

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

*The undersigned constituting all of the general partners of* BCOM Investment Adviser, Ltd.

*a Florida Limited Partnership, certify:*

The amount of capital contributions to date of the limited partners is  
\$ 1.00

The total amount contributed and anticipated to be contributed by the limited partners at  
this time totals \$ 9,900.00

**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:**

BCOM Adviser GP, Inc., a Florida  
corporation

By: Aslan Palachi  
Aslan Palachi, Vice President

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