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To:

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Fax Number : (850)205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
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FLORIDA LIMITED PARTNERSHIP

pompeii investments, ltd.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$1,837.50

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DIVISION OF CORPORATION

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

POMPEII INVESTMENTS, LTD.

Pursuant to Florida Statutes Section 620.108, the described limited partnership presents this Certificate for filing with the Florida Department of State.

**SECTION 1
NAME**

The name of the limited partnership is POMPEII INVESTMENTS, LTD.

**SECTION 2
EXISTENCE**

The existence of the limited partnership shall commence upon the filing of this Certificate with the Florida Department of State.

**SECTION 3
OFFICE ADDRESS**

The address of the office of the limited partnership is 2127 Brickell Avenue, Penthouse 3602, Miami, Florida 33133.

**SECTION 4
AGENT FOR SERVICE OF PROCESS**

The agent for service of process for the limited partnership is M & W AGENTS, INC. at 2101 Corporate Blvd., Suite 107, Boca Raton, Florida 33431.

**SECTION 5
GENERAL PARTNER**

The name and business address of the sole general partner of the limited partnership is:

403 000 225274

POMPEII HOLDINGS, LLC
2127 Brickell Avenue, Penthouse 3602, Miami, Florida 33133.

03-23868

**SECTION 6
MAILING ADDRESS**

The mailing address for the limited partnership is
2127 Brickell Avenue, Penthouse 3602, Miami, Florida 33133.

**SECTION 7
DATE OF DISSOLUTION**

The latest date upon which the limited partnership is to dissolve is December 31, 2053.

Executed this 1 day of July, 2003.

POMPEII HOLDINGS, LLC
a Florida limited liability company
as sole General Partner

By: Leo Martin

LEO MARTIN, Manager

FINWPDATAYon(Martin, Lee & Glavin)Partners, LtdCarrolltown of United PartnersNo. 48908 17/00/02 9 121

REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for POMPEII INVESTMENTS, LTD., at the place designated in the Certificate of Limited Partnership, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and the undersigned accepts the duties and obligations of Section 620.105 of the Florida Statutes.

Dated: 7/1/03

M & W AGENTS, INC., a Florida corporation

By: 
DONALD R. TESCHER, President

FILED
JUL 17 2 17 PM '03
CLERK

AFFIDAVIT

STATE OF FLORIDA

COUNTY OF BROWARD

Before me, a notary public for the above-described state, came LEO MARTIN, as Manager of POMPEII HOLDINGS, LLC, a Florida limited liability company and general partner of POMPEII INVESTMENTS, LTD., and on behalf of POMPEII HOLDINGS, LLC, and being duly sworn, states that:

1. As of the date hereof, the contributions of limited partners of POMPEII INVESTMENTS, LTD. to the capital of that limited partnership are \$ -0-.
2. The anticipated contributions of limited partners of POMPEII INVESTMENTS, LTD., to the capital of that limited partnership are \$ 30,000,000.00.

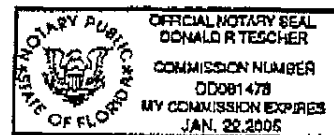
POMPEII HOLDINGS, LLC
a Florida limited liability company,
as sole General Partner

By: Leo Martin
LEO MARTIN, Manager

Sworn to and subscribed before me, this 1st day of July 2002, by LEO MARTIN, who is personally known to me or produced _____ as identification.

Donald R. Tescher
Notary Public
State of Florida at large

My commission expires:



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