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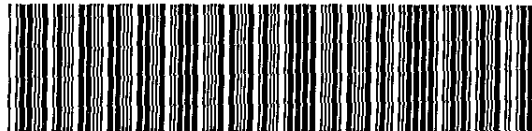
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 OCT 22 AM 8:48

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AND HAWAII
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** ALSO ADMITTED IN NEW YORK

MIAMI OFFICE:

1385 N.W. 15TH STREET
MIAMI, FLORIDA 33125-1621

PLEASE REPLY TO

BOCA RATON

October 13, 2003

Via Federal Express
Florida Department of State
Division of Corporations
Corporate Filings
409 E. Gaines Street
Tallahassee, FL 32399

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 OCT 22 AM 8:48
W03-30257

**Re: Dario Limited Partnership & Dario Management Company;
Limited Partnership & Articles of Incorporation Filing**

To Whom It May Concern:

Enclosed, please find the following submissions for the formation of a corporation and a limited liability partnership: (1) an original copy of the Articles of Incorporation for the formation of Dario Management Company; (2) a Certificate of Limited Partnership for the formation of Dario Limited Partnership; (3) an Affidavit of Capital Contributions, identifying Dario Management Company as the general partner of Dario Limited Partnership; and (4) duplicates of each submission herein stated. Additionally, accompanying these submissions will be a check in the amount of \$218.75, which shall be individually broken down to cover the costs of:

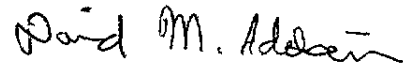
- \$78.75 for the filing fee, a certified copy, and certificate of status for the formation of Dario Management Company
- \$140.00 for the filing fee, a certified copy, and the designation of a registered agent for the formation of Dario Limited Partnership

Florida Department of State
September 24, 2003
Page 2

Thank you very much for your assistance in this matter. If you should have any questions pertaining to the formation of Dario Management Company or Dario Limited Partnership, please contact the number listed above.

Yours Truly,

LIBOW & MUSKAT LLP



David M. Adelstein, Esq.

Enclosures

cc: William M. Shaheen, Esq.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 17, 2003

LIBOW & MUSKAT LLP
3351 N.W. BOCA RATON BOULEVARD
BOCA RATON, FL 33431

SUBJECT: DARIO LIMITED PARTNERSHIP
Ref. Number: W03000030257

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DIVISION OF CORPORATIONS
03 OCT 22 AM 8:48

We have received your document for DARIO LIMITED PARTNERSHIP and your check(s) totaling \$218.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 403A00056868

LIBOW & MUSKAT LLP

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** ALSO ADMITTED IN NEW YORK

MIAMI OFFICE:

1385 N.W. 15TH STREET
MIAMI, FLORIDA 33125-1621

PLEASE REPLY TO

BOCA RATON

October 20, 2003

Via U.S. Mail

Attn: Lee Rivers
Florida Department of State
Division of Corporations
Corporate Filings
409 E. Gaines Street
Tallahassee, FL 32399

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 OCT 22 AM 8:48

Re: Re-submission of Limited Partnership Filing for Dario Ventures Ltd.

Dear Mr. Rivers:

Pursuant to our conversation pertaining to the re-filing of Dario Limited Partnership, please find enclosed the following re-submission of a Certificate of Limited Partnership and an Affidavit of Capital Contributions for the formation of Dario Ventures Ltd. The general partner of Dario Ventures Ltd. shall be Dario Management Company, a Florida corporation, with a business and mailing address of 4227 N.W. North Lake Blvd., Palm Beach Gardens, Florida 33410. Additionally, please note that a check in the amount of \$218.75, was previously submitted to the Division of Corporations, which included \$140.00 for the filing fee, a certified copy, and the designation of a registered agent for the formation of Dario Limited Partnership, shall now be used to cover the cost of this re-submission for Dario Ventures Ltd.

Florida Department of State
October 20, 2003
Page 2

Thank you very much for your assistance in this matter. If you should have any questions pertaining to the formation of Dario Ventures Ltd., please contact the number listed above.

Yours Truly,

LIBOW & MUSKAT LLP



David M. Adelstein, Esq.

Enclosures

cc: William M. Shaheen, Esq.

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DIVISION OF CORPORATIONS
03 OCT 22 AM 8:48

CERTIFICATE OF LIMITED PARTNERSHIP

This CERTIFICATE OF LIMITED PARTNERSHIP is made this 20 day of October, 2003, in formation of Dario Ventures Ltd. pursuant to Florida Statutes Section 620.108.

I. Name of Limited Partnership. The legal name of the limited partnership shall be Dario Ventures Ltd.

II. Address. The partnership's business and mailing address shall be as follows: 4227 North Lake Boulevard, Palm Beach Gardens, Florida 33410.

III. Registered Agent. The name and address of the partnership's registered agent shall be as follows: David M. Adelstein, Esq., 3351 N.W. Boca Raton Boulevard, Boca Raton, Florida 33431.

IV. Effective Date of Formation; Termination. The effective date of the Partnership's formation shall be the date on which the Florida Department of State registers this Certificate. The latest date upon which the Partnership shall dissolve shall be January 1, 2034.

V. General Partner. The General Partner of the partnership is Dario Management Company, a Florida corporation with business and mailing address of 4227 N.W. North Lake Boulevard, Palm Beach Gardens, Florida 33410.

Under penalty 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.

By: David M. Adelstein
DAVID M. ADELSTEIN

Date: 10/20/03

On Behalf of: Dario Management Company
GENERAL PARTNER

As Its: Attorney in Fact

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

David M. Adelstein
Registered Agent

10/20/03
Date

03 OCT 22 AM 8:48
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CLERK OF STATE
DIVISION OF CORPORATIONS

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

This AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FLORIDA LIMITED PARTNERSHIP is made this 20 day of October, 2003, for Dario Ventures Ltd. pursuant to Florida Statutes Chapter 620.

The undersigned, constituting all the general partners of the Dario Ventures Ltd., a Florida limited partnership, certify as follows:

I. Amount of Capital Contributions to Date. The amount of capital contributions of the limited partners to date is \$0.

II. Present and Future Capital Contributions. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100.00.

FURTHER AFFIANT SAYETH NOT.

Under penalty 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.

By: David M. Adelstein
DAVID M. ADELSTEIN

Date: 10/20/03

On Behalf of: Dario Management Company
GENERAL PARTNER

As Its: Attorney in Fact

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