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(City/State/Zip/Phone #)

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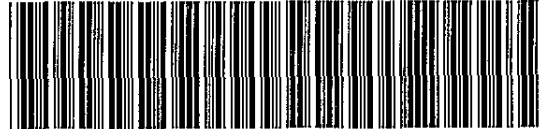
(Business Entity Name)

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TALLAHASSEE, FLORIDA

*[Handwritten signature]*



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 310319 7391725

AUTHORIZATION : *Patricia Pizuto*

COST LIMIT : \$ 87.50

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MILLAN, 33rd FLOOR  
NEW YORK, NY 10017

ORDER DATE : November 5, 2003

ORDER TIME : 9:45 AM

ORDER NO. : 310319-005

CUSTOMER NO: 7391725

CUSTOMER: Ms. Christine Edwards  
David B. Mandell, Pc

33rd Floor  
100 Park Avenue  
New York, NY 10017

DOMESTIC FILING

NAME: DOGWOOD ASSETS, LIMITED  
PARTNERSHIP

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret - EXT. 1149

EXAMINER'S INITIALS: \_\_\_\_\_

CERTIFICATE OF LIMITED PARTNERSHIP

FILED  
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TALLAHASSEE, FLORIDA

1. DOGWOOD ASSETS, LIMITED PARTNERSHIP  
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")

2. 25 Bouganvillea Cocoa Beach, FL 32931  
(Business address of Limited Partnership)

3. Chris Vanderheide Vanderheide  
(Name of Registered Agent for Service of Process)

4. 25 Bouganvillea Cocoa Beach, FL 32931  
(Florida street address for Registered Agent)

X 5. By: [Signature]  
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)

6. 25 Bouganvillea Cocoa Beach, FL 32931  
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: 12/31/2099

8. Name(s) of general partner(s): \_\_\_\_\_ Street address: \_\_\_\_\_

|                          |                                        |
|--------------------------|----------------------------------------|
| <u>Chris Vanderheide</u> | <u>25 Bouganvillea Cocoa Beach, FL</u> |
| _____                    | _____                                  |
| _____                    | _____                                  |

Under 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.

Signed this 28<sup>th</sup> day of October, 2003.

X Signature of all general partners:

|                                       |                          |
|---------------------------------------|--------------------------|
| <u>[Signature]</u><br>General Partner | _____<br>General Partner |
| _____<br>General Partner              | _____<br>General Partner |
| _____<br>General Partner              | _____<br>General Partner |

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

The undersigned constituting all of the general partners of \_\_\_\_\_  
DOGWOOD ASSETS, LIMITED PARTNERSHIP

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 1000.

The total amount contributed and anticipated to be contributed by the limited partners at this time  
total: \$ 1000.

Signed this 28th day of October, 2003.

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.*

[Signature]  
General Partner

\_\_\_\_\_  
General Partner

\_\_\_\_\_  
General Partner

\_\_\_\_\_  
General Partner

\_\_\_\_\_  
General Partner

\_\_\_\_\_  
General Partner