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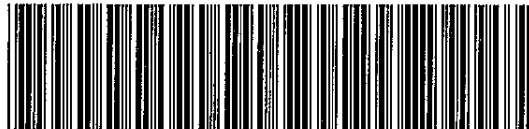
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CORPORATION SERVICE COMPANY™

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 358014 11758A

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 140.00

ORDER DATE : December 12, 2003

ORDER TIME : 1:30 PM

ORDER NO. : 358014-005

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 ROGELL FAMILY LIMITED
PARTNERSHIP

EFFECTIVE DATE:

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS: _____

CERTIFICATE OF LIMITED PARTNERSHIP

OF

THE ROGELL FAMILY LIMITED PARTNERSHIP

03 DEC 12 AM 7:57
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, constituting the General Partner of THE ROGELL FAMILY 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 ROGELL FAMILY
LIMITED PARTNERSHIP
2. The address of the office of the Partnership is:

2200 S. Ocean Lane, #604
Fort Lauderdale, FL 33316
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 Partner are:

MORRIS ROGELL
2200 S. Ocean Lane, #604
Fort Lauderdale, FL 33316
5. Mailing address of the Partnership is:

THE ROGELL FAMILY
LIMITED PARTNERSHIP
c/o MORRIS ROGELL
2200 S. Ocean Lane, #604
Fort Lauderdale, FL 33316

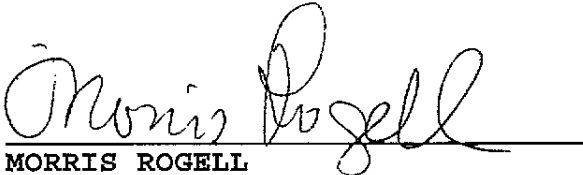
6. Latest date upon which the Partnership will dissolve.

Will be in accordance with Section 620.157
of the Florida Statute, however, no later than
December 31, 2003.

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

IN WITNESS WHEREOF, the undersigned has duly executed this
Certificate of Limited Partnership of THE ROGELL FAMILY LIMITED
PARTNERSHIP, this 8th day December, 2003.

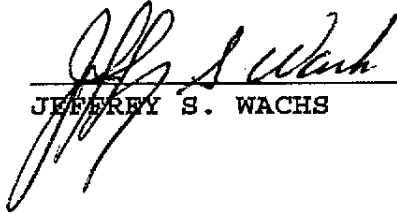
GENERAL PARTNER:


MORRIS ROGELL

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for THE ROGELL FAMILY 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

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, personally appeared MORRIS ROGELL, General Partner of THE ROGELL FAMILY 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:

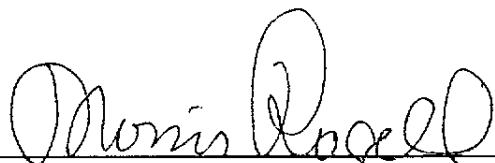
NONE

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, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

DATED this 8th day of December, 2003.


MORRIS ROGELL, General Partner

STATE OF FLORIDA)

SS:)

COUNTY OF BROWARD)

SWORN TO AND SUBSCRIBED before me, the undersigned authority,
by **MORRIS ROGELL**, General Partner of **THE ROGELL FAMILY LIMITED
PARTNERSHIP**, who appeared personally before me and took an oath,
who is personally known to me or who produced FL Drivers License
R240-540-30-458-6 as identification, on this 8th
day of December, 2003.



Maryann P. Bock
Notary Public, State of Florida
Print Name: Maryann P. Bock
Commission Number: DD 209458
My Commission Expires: 5/5/07