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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

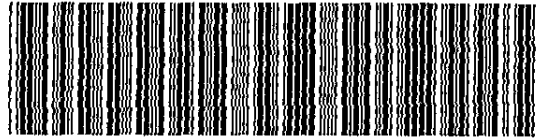
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LAW OFFICES
MICHAEL LAPAT

3300 University Drive
Suite # 311
Coral Springs, Florida 33065
(954) 345-6442
(954) 344-0288 (Fax)

11 South LaSalle Street
Suite # 1500
Chicago, Illinois 60603
(312) 641-3723
(312) 368-1361 (Fax)

Please Reply to Florida Office

December 9, 2003

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Cani Capital Partners, Ltd.	\$1,846.25
Cani Capital Management, LLC	\$ 160.00
<u>Cani Capital Advisors, LLC</u>	<u>\$ 160.00</u>

Dear Sir or Madam:

Enclosed herein please find a Certificate of Limited Partnership and Articles of Organization for the above referenced entities.

Also enclosed is one check in the amount of \$2,166.25 representing the filing and certified copy fees for these formations. Please return file-stamped copies to this office in the enclosed envelope which I have provided.

Should you have any questions, please do not hesitate to contact the undersigned at 888-263-7774

Very truly yours,

Lyn McDonald / kc

Lyn McDonald

LM/kc
enclosure

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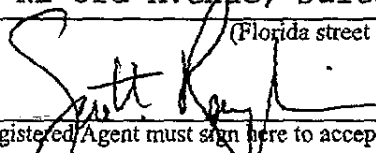
CERTIFICATE OF LIMITED PARTNERSHIP

1. Cani Capital Partners, Ltd.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")

2. 101 NE 3rd Avenue, Suite 1500, Ft. Lauderdale, FL 33301
(Business address of Limited Partnership)

3. Scott Raybin
(Name of Registered Agent for Service of Process)

4. 101 NE 3rd Avenue, Suite 1500, Ft. Lauderdale, FL 33301
(Florida street address for Registered Agent)

5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)

6. 101 NE 3rd Avenue, Suite 1500, Ft. Lauderdale, FL 33301
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: 12/31/51

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

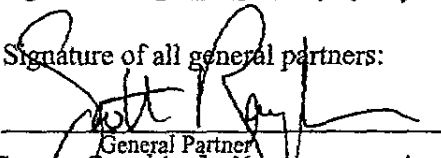
Cani Capital Management, LLC 101 NE 3rd Avenue, Suite 1500

LC3-54101 Ft. Lauderdale, FL 33301

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 11 day of DECEMBER, 2003.

Signature of all general partners:

<u></u> General Partner Cani Capital Management, LLC By: Scott Raybin General Partner	_____ General Partner _____ General Partner _____ General Partner
--	--

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

The undersigned constituting all of the general partners of _____
Cani Capital Partners, Ltd.

a Florida Limited Partnership, certify:

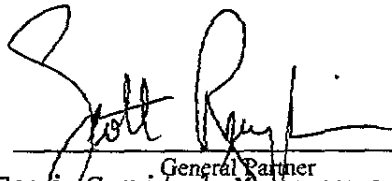
The amount of capital contributions to date of the limited partners is \$ 0.00

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 1,000,000.00

Signed this 11 day of DECEMBER, 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.



General Partner
Cani Capital Management, LLC
By: Scott Raybin

General Partner

General Partner

General Partner

General Partner

General Partner

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