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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

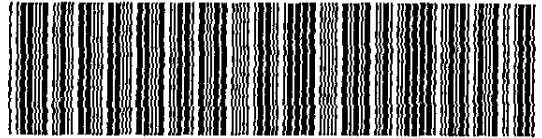
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DIVISION OF CORPORATIONS  
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LAW OFFICES  
MICHAEL LAPAT

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

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

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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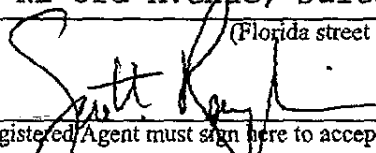
**CERTIFICATE OF LIMITED PARTNERSHIP**

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: \_\_\_\_\_

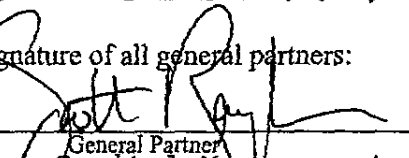
Cani Capital Management, LLC 101 NE 3rd Avenue, Suite 1500

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:

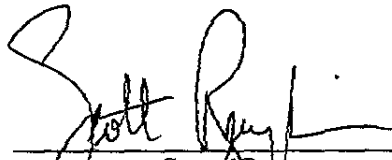
The amount of capital contributions to date of the limited partners is \$ 0.00

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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