

Certificate of Limited Partnership

**A04000000072
FILED
January 12, 2004
Sec. Of State**

Name of Limited Partnership:

MORPHEUS CAPITAL LIMITED PARTNERSHIP

Business Address of Limited Partnership:

910 WEST AVENUE
#1110
MIAMI BEACH, FL. US 33139

Mailing Address of Limited Partnership:

910 WEST AVENUE
#1110
MIAMI BEACH, FL. US 33139

The name and Florida street address of the registered agent is:

MORPHEUS TRADING, LLC
910 WEST AVENUE
#1110
MIAMI BEACH, FL. 33139

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: DERON M WAGNER

The latest date upon which the Limited Partnership is to be dissolved is:

2054

The name and address of all general partners are:

Title: G
MORPHEUS TRADING, LLC
910 WEST AVENUE, #1110
MIAMI BEACH, FL. 33139 US

The effective date for this Limited Partnership shall be:

01/12/2004

**Affidavit of Capital Contributions
For Florida Limited Partnership**

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The undersigned constituting all of the general partners of:
MORPHEUS CAPITAL LIMITED PARTNERSHIP

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:
100.00

Signed this Twelfth day of January, 2004

Under the penalties of perjury I (we) declare the I (we) have read the foregoing
and know the contents thereof and that the facts stated herein are true and correct.

General Partner Signature: DERON M WAGNER