

Certificate of Limited Partnership

A04000000112
FILED
January 21, 2004
Sec. Of State

Name of Limited Partnership:

HILLSIDE EQUITY PARTNERS CAPITAL LIMITED PARTNERSHIP

Business Address of Limited Partnership:

4300 WEST CYPRESS STREET
SUITE 1075
TAMPA, FL. US 33607

Mailing Address of Limited Partnership:

4300 WEST CYPRESS STREET
SUITE 1075
TAMPA, FL. US 33607

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

AMEURCO MANAGEMENT, INC.
4300 WEST CYPRESS STREET
SUITE 1075
TAMPA, FL. 33607

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

Registered Agent Signature: HERMAN BESSEM, PRESIDENT

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

DECEMBER 31, 2043

The name and address of all general partners are:

Title: G
EURO HILLSIDE EQUITY PARTNERS, INC.
4300 WEST CYPRESS STREET, SUITE 1075
TAMPA, FL. 33607 US

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

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The undersigned constituting all of the general partners of:
HILLSIDE EQUITY PARTNERS 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:

2,300,000.00

Signed this Twenty First 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: MICHAEL SPIKER, EXECUTIVE VICE PRESIDENT