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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Henry B. Davis, Esq.
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001363
Phone : (305)374-5600
Fax Number : (305)374-5095

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FLORIDA LIMITED PARTNERSHIP

CM INVEST, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$1,837.50

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
CM INVEST, LTD.**

The undersigned general partner represents that it has formed a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (the "Act"), and that it has executed this Certificate of Limited Partnership pursuant to the foregoing Act and states herein as follows:

I. Name

The name of the limited partnership is **CM INVEST, LTD.**

II. Records of the Partnership

The address of the office in Florida at which place the records of the partnership shall be maintained is as follows:

103 Black Olive Crescent
Royal Palm Beach, Florida 33411

III. Registered Agent

The address of the registered office of the partnership and the name of the registered agent for service of process located at that office is as follows:

American Information Services, Inc.
One S.E. 3rd Avenue
28th Floor
Miami, FL 33131

IV. General Partner

The name and business address of the general partner of the partnership is as follows:

CM International Investment, LLC
103 Black Olive Crescent
Royal Palm Beach, Florida 33411

V. Mailing Address

The mailing address of the partnership is as follows:

103 Black Olive Crescent
Royal Palm Beach, Florida 33411

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VI. Dissolution

The latest date on which the partnership is to dissolve is December 31, 2009, unless otherwise stipulated by the Partnership Agreement.

WHEREFORE, the undersigned, the general partner of the partnership, has executed this Certificate of Limited Partnership on February _____, 2004.

CM International Investment, LLC,
as general partner

By: M. Roth
Name: Marvin Roth
Title: Member

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting the general partner of CM International Investment, Ltd., a Florida limited partnership, certifies:

The amount of capital contributions to date of the limited partners is \$1,200,000.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,200,000.

Dated this _____, 2004.

FURTHER AFFIANT SAYETH NOT.

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

CM INTERNATIONAL INVESTMENT, LLC,
as general partner

By: M. Roth
Name: Marvin Roth
Title: Member

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LIMITED PARTNERSHIP REGISTERED AGENT DESIGNATION

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 620.105, Florida Statutes, the following is submitted:

CM INVEST, LTD., with its place of business at 103 Black Olive Crescent, Royal Palm Beach, Florida 33411, has named American Information Services, Inc., at One S.E. 3rd Avenue, 28th Floor, Miami, Florida 33131, as its agent to accept service of process within Florida.

CM INTERNATIONAL
INVESTMENT, LLC,
as general partner

By: M. Roth
Name: Marvin Roth
Title: Member

Having been named to accept Service of Process for the above stated limited partnership, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, and the undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and accepts the duties and obligations of section 620.192, Florida Statutes.

Dated this March 2nd, 2004.

American Information Services, Inc.

By: Nery C. Toledo, Asst. Sec.
Nery C. Toledo, Assistant Secretary

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