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03/26/04--01002--024 **1837.50

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04 MAR 25 AM 7:35
DIVISION OF CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

FILE SECOND

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT: TRICIA TADLOCK
DATE: 03-26-04
REF. #: 0466.24814
CORP. NAME: SBD TRADEMARK LIMITED PARTNERSHIP

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input checked="" type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 50783.2 FOR \$ 1837.50.

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SBD TRADEMARK LIMITED PARTNERSHIP**

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), and Section 620.108 of the Florida Statutes, the undersigned, being the sole General Partner of SBD TRADEMARK LIMITED PARTNERSHIP hereby duly executes and files with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is SBD TRADEMARK LIMITED PARTNERSHIP (the "**Limited Partnership**").

2. The business address the Limited Partnership is:

5100 Town Center Circle, Suite 400
Boca Raton, Florida 33486

3. The mailing address the Limited Partnership is:

103 N. Meridian Street, Lower Level
Tallahassee, Florida 32301

4. The name of the registered agent for service of process required by Section 620.105 of the Florida Statutes is:

CORPDIRECT AGENTS, INC.

5. The Florida street address for the registered agent is:

103 N. Meridian Street, Lower Level
Tallahassee, Florida 32301

6. **Acceptance of Appointment of Registered Agent:**

Having been named the statutory registered agent of SBD TRADEMARK LIMITED PARTNERSHIP, at the place designated in this Certificate of Limited Partnership of SBD TRADEMARK LIMITED PARTNERSHIP, I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by Section 620.192 of the Florida Statutes and I agree to comply with the provisions of Florida law relative to keeping the registered office open.

CORPDIRECT AGENTS, INC.

By: Cynthia A. Hicks
Its: Agent

Dated: March 25, 2004.

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TALLAHASSEE, FLORIDA

7. The name and business address of the sole general partner is as follows:

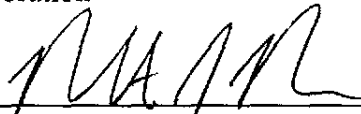
SBD TRADEMARK, INC.
5100 Town Center Circle, Suite 400
Boca Raton, Florida 33486

8. The latest date upon which the limited partnership is to dissolve is December 31, 2053.

Under penalty 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.

IN WITNESS WHEREOF, the sole General Partner has executed the foregoing Certificate of Limited Partnership on the 25th day of March, 2004 in accordance with Section 620.114 of the Florida Statutes.

SBD TRADEMARK, INC., a Florida
corporation

By: 
Robert J. Robes, Assistant Secretary

AFFIDAVIT

THE UNDERSIGNED, constituting the sole general partner of SBD TRADEMARK LIMITED PARTNERSHIP, a Florida Limited Partnership, hereby certifies as follows:

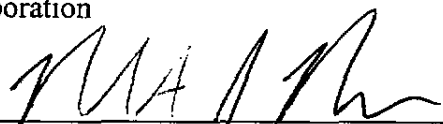
1. The amount of capital contributions to date of the limited partners is: **\$-0-**.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals **\$1,000,000.00**.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

Signed this 25th day of March, 2004.

SBD TRADEMARK, INC., a Florida
corporation

By: 
Robert J. Robes, Assistant Secretary

SBD TRADEMARK, INC.

March 25, 2004

Florida Department of State
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32301

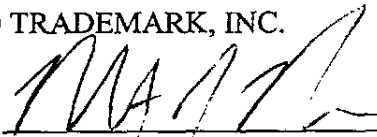
Re: SBD Trademark Limited Partnership

Dear Sir or Madam:

The undersigned, Assistant Secretary of SBD Trademark, Inc., hereby consents to and permits the use of the name "SBD Trademark Limited Partnership" by a similar entity in the State of Florida.

Sincerely yours,

SBD TRADEMARK, INC.

By: 
Robert J. Robes, Assistant Secretary