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From:

Account Name : BROAD AND CASSEL (BOCA RATON)
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FLORIDA LIMITED PARTNERSHIP

MGA Partners, Ltd.

Certificate of Status	0
Certified Copy	1
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF**

**MGA PARTNERS, LTD.,
a Florida limited partnership**

The undersigned general partner, desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is MGA PARTNERS, LTD. (the "Partnership").
2. The address of the office of the Partnership is 21301 Powerline Road, Suite 207, Boca Raton, Florida 33433.
3. The name and address of the agent for service of process on the Partnership is Maggro, Inc. (f/k/a Vantage Design Group, Inc.), 21301 Powerline Road, Suite 207, Boca Raton, Florida 33433.

4. The name and business address of each general partner is as follows:

Maggro, Inc. Doc. No.: P94000044781
(f/k/a Vantage Design Group, Inc.)
21301 Powerline Road
Suite 207
Boca Raton, Florida 33433

5. The mailing address of the Partnership is 21301 Powerline Road, Suite 207, Boca Raton, Florida 33433.

6. The latest date upon which the Partnership will dissolve is December 31, 2104.

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

This Certificate of Limited Partnership has been executed by the sole General Partner of MGA PARTNERS, LTD. this 25 day of March, 2004.

GENERAL PARTNER:

MAGGRO, INC.,
a Florida corporation
(f/k/a Vantage Design Group, Inc.)

By: 
Bernard Godin, President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for MGA PARTNERS, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

Dated: March 25, 2004



Bernard Godin

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting the sole general partner of MGA PARTNERS, LTD., a Florida limited partnership, certifies as follows:

- (a) The amount of capital contributions to date of the limited partners is \$100.
- (b) The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$7,500.

Executed this 25 day of March, 2004.

FURTHER AFFLIANT SAYETH NOT.

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

GENERAL PARTNER:

MAGGRO, INC.,
a Florida corporation
(f/k/a Vantage Design Group, Inc.)

By: B. Godin
Bernard Godin, President

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