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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 528680 4330594

AUTHORIZATION :

Patricia Pizuto

COST LIMIT : \$ 1793.75

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TALLAHASSEE
SECRETARY OF STATE
FLORIDA

ORDER DATE : March 29, 2004

ORDER TIME : 11:24 AM

ORDER NO. : 528680-005

CUSTOMER NO: 4330594

CUSTOMER: Margaret O. Ryder, Legal Asst
Adorno & Yoss, P.a.

Suite 1600
2601 South Bayshore Drive
Miami, FL 33133

DOMESTIC FILING

NAME: C BAR PARTNERSHIP LTD.

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: _____

CERTIFICATE OF LIMITED PARTNERSHIP

OF

C BAR PARTNERSHIP LTD.

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04 MAR 29 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, pursuant to the provisions of Section 620.108 of the Florida Statutes, hereby certifies and swears in this Certificate of Limited Partnership to the following:

ARTICLE I - NAME.

The name of the limited partnership is:

C BAR PARTNERSHIP LTD. (the "Partnership").

ARTICLE II – BUSINESS AND MAILING ADDRESS.

The business address and the mailing address of the Partnership is 94 8th Avenue, New York, New York 10011.

ARTICLE III - REGISTERED AGENT AND REGISTERED ADDRESS.

The name and address of the Registered Agent for the Partnership is:

Seth P. Joseph, Esq.
Adorno & Yoss, P.A.
2601 South Bayshore Drive
Suite 1600
Miami, Florida 33133

ARTICLE III - GENERAL PARTNER.

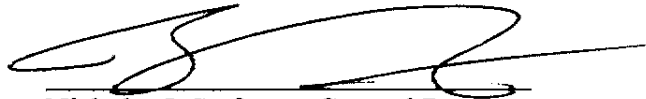
The name and street address of the General Partner is as follows:

Nicholas I. Stefanov
94 8th Avenue
New York, New York 10011

ARTICLE IV – DISSOLUTION DATE OF PARTNERSHIP.

The latest date upon which the Limited Partnership is to be dissolved is December 31, 2053.

IN WITNESS WHEREOF, the General Partner has caused this Certificate of Limited Partnership to be executed at Miami, Florida, this 26th day of March, 2004.

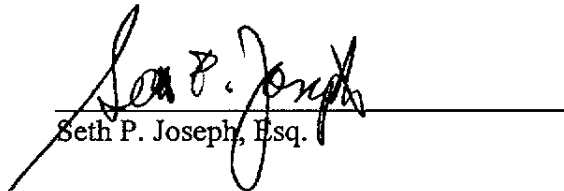


Nicholas I. Stefanov, General Partner

ACCEPTANCE BY REGISTERED AGENT

Pursuant to Sections 620.105 and 620.192 of the Florida Statutes, the undersigned accepts appointment as Registered Agent for C BAR PARTNERSHIP LTD., a Florida limited partnership, and accepts all obligations imposed on it as such under Florida law.

Executed this 26th day of March, 2004.



Seth P. Joseph, Esq.

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

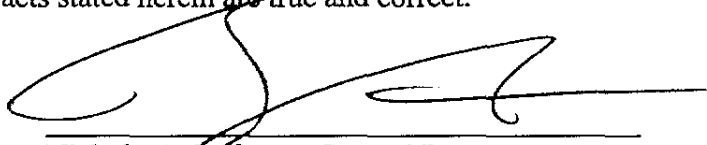
The undersigned, constituting the sole General Partner of C BAR PARTNERSHIP LTD., a Florida Limited Partnership, certifies:

1. The amount of capital contributions to date of the Limited Partners is \$7,500.
2. The total amount contributed and anticipated to be contributed by the Limited Partners at this time totals \$7500.00

Signed this 26th day of March, 2004.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned declares that he has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct.



Nicholas I. Stefanov, General Partner