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DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP

GSS PARTNERS, LTD.

Certificate of Status	0
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF**

**GSS 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 GSS PARTNERS, LTD. (the "Partnership").
2. The address of the office of the Partnership is 2300 Glades Road, Suite 100E, Boca Raton, Florida 33431.
3. The name and address of the agent for service of process on the Partnership is GSS EQUITY, LLC, 2300 Glades Road, Suite 100E, Boca Raton, Florida 33431.
4. The name and business address of each general partner is as follows:

GSS EQUITY, LLC # L04000045967
2300 Glades Road
Suite 100E
Boca Raton, Florida 33431

5. The mailing address of the Partnership is 2300 Glades Road, Suite 100E, Boca Raton, Florida 33431.
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 GSS PARTNERS, LTD. this 18th day of June, 2004.

GENERAL PARTNER:

GSS EQUITY, LLC
a Florida limited liability company

By: 

William R. Greenfield, Manager

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CLERK OF CIRCUIT COURT
TALLAHASSEE, FLORIDA

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for GSS PARTNERS, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned limited liability company, 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:

GSS EQUITY, LLC
a Florida limited liability company

Dated: June 18, 2004

By: 

William R. Greenfield, Manager

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TALLAHASSEE, FLORIDA
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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting the sole general partner of GSS 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 18 day of June, 2004.

FURTHER AFFIANT 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:

GSS EQUITY, LLC
a Florida limited liability company

By: 

William R. Greenfield, Manager

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