

A04000001144

Division of Corporations

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From: **09319**
Account Name : BILZIN, SUMBERG BAENA PRICE & AXELROD
Account Number : 075350000132
Phone : (305) 374-7580
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2004 JUL 12 P 12:30

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** Statement of qualification for LLLP to follow **

FLORIDA LIMITED PARTNERSHIP
Porter Investment Partners, Ltd.

DIVISION OF CORPORATION
04 JUL 12 PH 3:07

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Certificate of Status	1
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
PORTER INVESTMENT PARTNERS, LTD.**

The undersigned, desiring to form a limited partnership in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, as set forth in Sections 620.101 to 620.192, Florida Statutes, as amended, hereby states as follows:

1. The name of the limited partnership is Porter Investment Partners, Ltd., a Florida limited partnership (the "Limited Partnership").

2. The address of the principal office of the Limited Partnership is:

4736 N. Bay Road, Miami Beach, FL 33140.

3. The name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, as amended, are:

Edward Porter
4736 N. Bay Road, Miami Beach, FL 33140.

4. The name and business address of the sole general partner of the Limited Partnership are:

L04-50325
Porter Investments GP, LLC, a Florida limited liability company
4736 N. Bay Road, Miami Beach, FL 33140.

5. The mailing address for the Limited Partnership is:

4736 N. Bay Road, Miami Beach, FL 33140.

6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2053.

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The execution of this Certificate of Limited Partnership on behalf of the undersigned sole general partner constitutes an affirmation that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed in the name and on behalf of the sole general partner of the Limited Partnership as of the 29th day of June, 2004.

Porter Investments GP, LLC, a Florida limited liability company, its general partner

By: /s/ Edward Porter
Edward Porter, member

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2004 JUN 12 P 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, having been designated as registered agent for Porter Investment Partners, Ltd., a Florida limited partnership (the "Limited Partnership"), in the foregoing Certificate of Limited Partnership of the Limited Partnership, hereby agrees that he will accept service of process for and on behalf of the Limited Partnership and that he will comply with any and all laws, including, without limitation, Section 620.192, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated: June 29, 2004.

/s/ Edward Porter
Edward Porter, Registered Agent

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, a notary public authorized to administer oaths and to take acknowledgments in and for the State and County aforesaid, personally appeared Edward Porter as a member of Porter Investments GP, LLC, a Florida limited liability company (the "Company"), which Company is the sole general partner of Porter Investment Partners, Ltd., a Florida limited partnership (the "Limited Partnership"), who, after first being duly sworn on oath, deposes and says as follows:

1. Affiant is a member and is duly authorized to act on behalf of the Company, which is the sole general partner of the Limited Partnership.

2. As of the date hereof, the partners of the Limited Partnership have contributed to the Limited Partnership an aggregate of \$2,730,000 of the total amount of \$11,000,000 in capital contributions anticipated to be contributed to the Limited Partnership by its limited partners.

3. Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.

FURTHER AFFIANT SAYS NAUGHT.


Edward Porter, Member

THE FOREGOING INSTRUMENT was acknowledged, sworn to and subscribed before me this 29 day of June, 2004, by Edward Porter, a member of Porter Investments GP, LLC, a Florida limited liability company, on behalf of such Company; said individual has: () produced a _____ Driver License as identification or (x) is personally known to me.


NOTARY PUBLIC

Notary Seal:

V73080\09319\# 643913 v 2



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