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FLORIDA LIMITED PARTNERSHIP

MARSHALL HOLDINGS, LTD

Certificate of Status	0
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W04-26771



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 14, 2004

EXPRESS CORPORATE FILING SERVICE

SUBJECT: MARSHALL HOLDINGS, LTD.
REF: W04000026771

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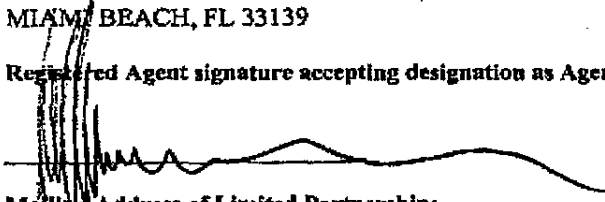
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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CERTIFICATE OF LIMITED PARTNERSHIP

1. **Name of Limited Partnership:**
MARSHALL HOLDINGS GROUP, LTD
2. **Business Address of Limited Partnership:**
287 PALM AVENUE
MIAMI BEACH, FL 33139
3. **Name of Registered Agent for Service of Process:**
MARSHALL KANNER
4. **Florida Street Address for Registered Agent:**
287 PALM AVENUE
MIAMI BEACH, FL 33139
5. **Registered Agent signature accepting designation as Agent for Service of Process:**

6. **Mailing Address of Limited Partnership:**
287 PALM AVENUE
MIAMI BEACH, FL 33139
7. **Duration of the Limited Partnership:**
PERPETUAL DURATION
8. **Name of General Partner**
MARSHALL KANNER
- Street Address of General Partner**
287 PALM AVENUE
MIAMI BEACH, FL 33139

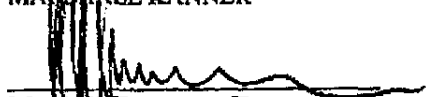
Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 27th day of April, 2004

Signature of the General Partner:


MARSHALL KANNER

Signature of the Limited Partner:


Marshall Kanner, as Trustee of the
Marshall Kanner Revocable Trust

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TALLAHASSEE, FLORIDA

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

The undersigned constituting the sole General Partner of MARSHALL HOLDINGS GROUP LTD.,
Florida Limited Partnership, certify:

The amount of capital contributions to date of the Limited Partner is
\$1,000.00

The total amount contributed and anticipated to be contributed by the
Limited Partners at this time totals \$1,000.00

Signed this 29th day of April, 2004

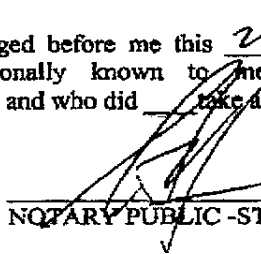
*Under penalties of perjury I declare that I have read the foregoing and know the contents thereof
and that the facts stated herein are true and correct.*

Signature of the General Partner:


MARSHALL KANNER

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 29th day of April, 2004, by
MARSHALL KANNER, who is personally known to me or who has produced
_____, as identification, and who did _____ take an oath.


NOTARY PUBLIC - STATE OF FLORIDA

My commission expires:



Carlos F. Arazoza
Commission # CC 955207
Expires July 17, 2004
Bonded Through
Atlantic Bonding Co., Inc.

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TALLAHASSEE, FLORIDA