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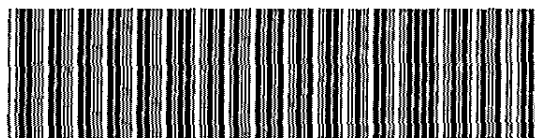
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STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

CORPORATE
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236 East 6th Avenue, Tallahassee, Florida 32303

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1.)

(CORPORATE NAME & DOCUMENT #)

Serman Family Limited Partnership

2.)

(CORPORATE NAME & DOCUMENT #)

File Third

3.)

(CORPORATE NAME & DOCUMENT #)

4.)

(CORPORATE NAME & DOCUMENT #)

5.)

(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

**CERTIFICATE OF
SERMAN FAMILY LIMITED PARTNERSHIP**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS CERTIFICATE IS executed on October 20, 2004,

1. Partnership's name is: **SERMAN Family Limited Partnership.**

2. Partnership's principal office and mailing address is:

SERMAN Family Limited Partnership
1834 N.W. 167th Avenue
Pembroke Pines, Florida 33028

3. Partnership's Business. The Partnership's business is owning, developing, leasing, managing, and selling real estate and / or personal property, and all other related acts. The Partnership may also do all other related acts. The Partnership may also do all things not otherwise illegal under the laws of the State of Florida.

4. Registered Agent's name and office address for this Partnership is:

Maria Teresa Velez
1834 N.W. 167th Avenue
Pembroke Pines, Florida 33028


Maria Teresa Velez, Registered Agent

5. The sole general partner's name and street address is:

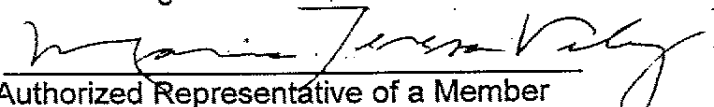
MTV Management LLC
1834 N.W. 167th Avenue
Pembroke Pines, Florida 33028

C04004076356

6. Dissolution. The latest date on which the limited partnership is to be dissolved and it's affairs wound up is December 31, 2094

IN WITNESS WHEREOF, the undersigned sole general partner, MTV Management LLC has signed and sealed this certificate, on this 20th day of October, 2004

By: MTV Management LLC, General Partner

By: 
Authorized Representative of a Member
Printed Name: Maria Teresa Velez

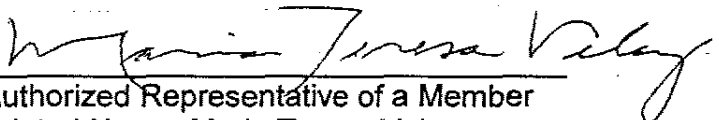
**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR
SERMAN FAMILY LIMITED PARTNERSHIP**

1. The under signed constituting the sole general partner of SERMAN Family Limited Partnership, being a Florida Limited Partnership, hereby certifies:

- a. The amount of the capital contributions of the limited partners is \$1,000.00 dollars
- b. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,000.00 dollars

IN WITNESS WHEREOF, the undersigned sole general partner, MTV Management LLC declares that facts stated herein are true and correct on this day of October 20, 2004.

By: MTV Management LLC, General Partner

By: 
Authorized Representative of a Member
Printed Name: Maria Teresa Velez