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(Business Entity Name)

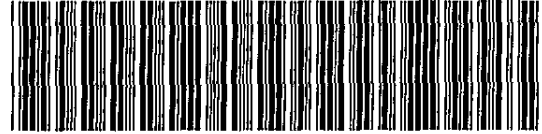
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TALLAHASSEE, FLORIDA
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CORPORATE
ACCESS,
INC.

236 East 6th Avenue, Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) (950) 222-2666 or (800) 969-1666 Fax (950) 222-1666

WALK IN

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TALLAHASSEE, FLORIDA

CERTIFIED COPY

US

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FILING Limited Partnership

1.) Barby Investments, Ltd.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

December 28, 2004

CORPORATE ACCESS

TALLAHASSEE, FL

SUBJECT: DARBY INVESTMENTS, LTD.
Ref. Number: W04000047260

04 DEC 29 PM 1:33
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for DARBY INVESTMENTS, LTD. and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$140.00 payment.,

The limited partnership name designated in the document is not available since it is the same as, or not distinguishable from the name of another entity on file with this office. Please select a new name and make the substitution in all the appropriate places.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 504A00071733

504A00071733
DEC 29 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, certify as follows:

1. **Name of Limited Partnership.** The name of the Limited Partnership is:

Darby Investment Management, Ltd.

2. **Office for Maintenance of Business Records.** The address of the office at which the records of the Limited Partnership will be kept, as required by Section 620.106 of the Florida Statutes, is:

503 10th Street West
Palmetto, Florida 34221

3. **Agent for Service of Process.** The name and address of the Partnership's agent for service of process in Florida is:

Corporate Access, Inc.
236 E. 6th Avenue
Tallahassee, Florida 32303

4. **General Partner.** The name and business address of the sole General Partner in the Limited Partnership is:

PO400070847
Name **Address**
Natee, Inc. 503 10th Street West
PO4000708 Palmetto, Florida 34221

5. **Address of Partnership.** The mailing address of the Limited Partnership is:

503 10th Street West
Palmetto, Florida 34221

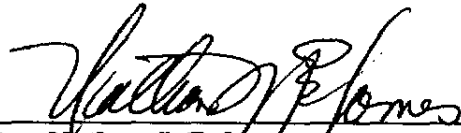
6. **Date of Dissolution.** The latest date on which the Limited Partnership is to dissolve is:

December 23, 2044

7. **Effective Date.** This certificate will become effective and the Limited Partnership will be formed upon the filing of this Certificate in the Office of the Secretary of State of Florida.

GENERAL PARTNER:

NATEE, INC., a Florida corporation



By: Nathan J. Esformes
Title: President and Sole Director

ACCEPTANCE BY REGISTERED AGENT

The undersigned accepts the appointment as registered agent, agrees to act in this capacity and agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and I am familiar with and accept the obligations of its position as registered agent.

CORPORATE ACCESS, INC., a Florida corporation

Danny Bennett
By: Danny Bennett
Title: President

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

The undersigned constituting all of the general partners of Darby Investment Management, Ltd., a Florida limited partnership, certifies:

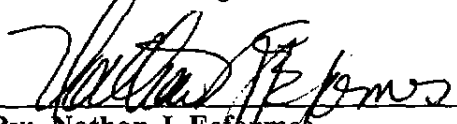
1. The amount of the capital contributions to date of the limited partnership is \$1,000.00.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,000.00.

Signed this 27 day of December, 2004.

FURTHER AFFIANT SAYETH NAUGHT.

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.

**NATEE, INC., a Florida corporation as
the General Partner of Darby
Investment Management, Ltd.**


By: Nathan J. Esformes
Title: President and Sole Director