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LAW OFFICES MICHAEL LAPAT

FILED

3300 University Drive Suite #311 Coral Springs, Florida 33065 (954) 345-6442 (954) 344-0288 (Fax) 2005 JAN USuite #515002 SECRETAIN B125 68 TATES TALLAHASSEE, FLORIDA

Please Reply to Florida Office

January 19, 2005

Registration Section Division of Corporations 409 E. Gaines Street Tallahassee, Florida 32399

> RE: AG Capital Investments, Ltd. \$1,846.25 AG Capital Management, LLC \$160.00 AG Capital Advisors, LLC \$160.00

Dear Sir or Madam:

Enclosed herein please find a Certificate of Limited Partnership and Articles of Organization for the above referenced LLC's.

Also enclosed is one check in the amount of \$2,166.25 representing the filing and certified copy fees for these formations. Please return file-stamped copies to this office in the enclosed envelope which I have provided.

Should you have any questions, please do not hesitate to contact the undersigned at 888-263-4774.

Very truly yours,

Kristine Cobban

kdc enclosure

CERTIFICATE OF LIMITED PARTNERSHIP FILED

1. AG Capital Investments, Ltd.	ZUUS JAN 14 P 5: 22
(Name of Limited Partnership; must contain a suffix	such as "Limited", "Ltd.", or "Limited Partnership") SECRETARY OF STATE TALLAHASSEE, FLORIDA
₂ 351 Channelside Walk Way, #4404, Tan	npa, Florida 33602
(Business address of I	Limited Partnership)
Asim Oster (1 - DD)	
3. Asim Gaffer Ghaffar (Name of Registered Ager	at for Sarvice of Process)
(Name of Registered Ager	it for Service of Frocessy
_{4.} 351 Channelside Walk Way, #4404, Tan	•
(Florida street address	for Registered Agent)
5 1. 1/3	
(Registered Agent must sign here to accept designation	ation as Registered Agent for Service of Process)
351 Channelside Walk Way, #4404, Tan	
6. (Mailing Address of the	Limited Partnership)
(Available of the Control of the Con	, ,
	40/04/0054
7. The latest date upon which the Limited Partn	ership is to be dissolved is: 12/31/2051
8. Name(s) of general partner(s):	Street address:
AG Capital Advisors, LLC	351 Channelside Walk Way
	#404
	Tampa, Florida 33602
Under penalties of perjury I (we) declare that I ((we) have read the foregoing and know the
contents thereof and that the facts stated herein	· · · · · · · · · · · · · · · · · · ·
	, 2004 2003
Signed this 13th day of JANUARY	, 2004
Signature of all general partners:	
1 /	
General Partner	General Partner
By: Asim Caffer , Manager of Ger	
General Partner AG Capital	Advisors, LLC General Partner
General Partner	General Partner

AFFIDAVIT OF CAPITAL CONTRIBUTIONS LED

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SECRETARY OF STATE TALLAHASSEE, FLORIDA The undersigned constituting all of the general partners of _____ AG Capital Investments, Ltd. a Florida Limited Partnership, certify: The amount of capital contributions to date of the limited partners is \$ 0.00 The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$_1,000,000.00 day of ____ FURTHER AFFIANT SAYETH NOT. Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct. General Partner By: Asim Gaffar, Manager of General Partner, AG Capital Investments, Ltd. Ghaffar General Partner General Partner

General Partner

General Partner