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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

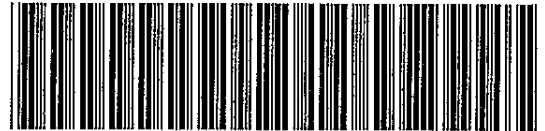
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

A05-431  
OK

THE LAW FIRM OF:  
**FRANK • WEINBERG • BLACK, P.L.**

STEVEN C. ELKIN  
E-MAIL: [SELKIN@FWBLAW.NET](mailto:SELKIN@FWBLAW.NET)

February 23, 2005

**Via Federal Express**  
Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: The Foundry, Ltd.  
My File No.: 8201.011

Dear Sir/Madam:

Enclosed for filing please find Certificate of Limited Partnership of The Foundry, Ltd., and a check in the amount of \$1,785.00 representing the filing fee and the designation of registered agent. Please file the enclosed and return a stamped copy marked "filed".

Should you have any questions in this regard, please do not hesitate to contact me.

Very truly yours,

  
Steven C. Elkin  
For the Firm

SCE/ajl  
Enclosures

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CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
THE FOUNDRY, LTD.

I, the undersigned, desiring to form a Florida limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, Section 620.101 et. seq. (the "Act"), do hereby make, swear and sign the following Certificate.

1. The name of the partnership is THE FOUNDRY, LTD. ("Partnership"). The Partnership will conduct business under said name with such changes therein as may be required to comply with the legal requirements of any State in which it may do business.

2. The office of the Partnership required to be maintained by Section 620.105(1) of the Act is 425 N. Andrews Avenue, #2, Fort Lauderdale, Florida 33301, and the name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is: Steven C. Elkin, Esq., 7805 S.W. 6<sup>th</sup> Court, Plantation, Florida 33324.

3. The name and business address of the General Partner is:  
The Foundry, LLC  
425 N. Andrews Avenue, #2,  
Fort Lauderdale, Florida 33301

LOS-15122

4. The principal mailing address of the partnership is 425 N. Andrews Avenue, #2, Fort Lauderdale, Florida 33301.

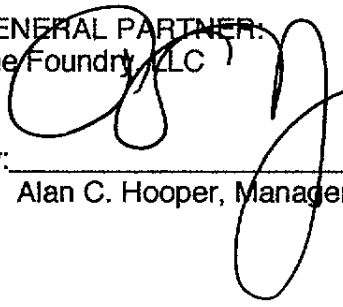
5. The latest date upon which the Partnership is to dissolve is December 31, 2055.

UNDER PENALTIES OF PERJURY, I declare that I have read the foregoing and know the contents thereof, and that the facts contained herein are true and correct.

Signed on this 15<sup>th</sup> day of February, 2005.

GENERAL PARTNER:  
The Foundry, LLC

By: \_\_\_\_\_  
Alan C. Hooper, Manager



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AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
FOR FLORIDA LIMITED PARTNERSHIP

The undersigned constituting all of the general partners of THE FOUNDRY, LTD.  
a Florida limited partnership, certify:

The total amount of capital contributions to date of the limited partners is \$1,000.00.

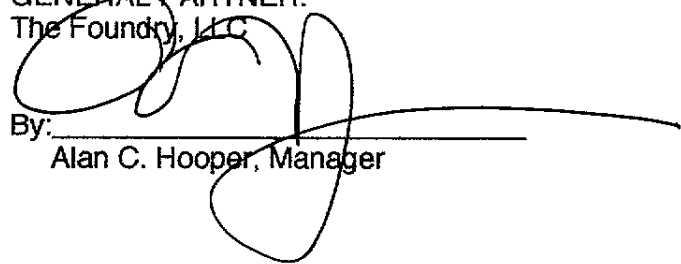
The total amount contributed and anticipated to be contributed by the limited  
partners at this time totals \$2,000,000.00.

Signed this 15<sup>th</sup> day of February, 2005.

FURTHER AFFIANT SAYETH NOT.

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 are true and correct.

GENERAL PARTNER:  
The Foundry, LLC

By:   
Alan C. Hooper, Manager

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CERTIFICATE DESIGNATING RESIDENT AGENT  
AND REGISTERED OFFICE

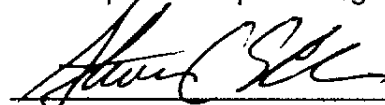
In accordance with Chapter 620.192, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

THE FOUNDRY, LTD., desiring to organize as a limited partnership under the laws of the State of Florida, hereby designates Steven C. Elkin, Esq. its registered agent, and 7805 S.W. 6<sup>th</sup> Court, Plantation, Florida 33324 as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named limited partnership, I do hereby agree to act in such capacity for such limited partnership at its registered office.



STEVEN C. ELKIN  
(Registered Agent)

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