

MAR-11-05 FRI 11:45 AM

BROAD AND CASSEL

FAX NO. 561 483 7000

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Division of Corporations

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From:

Account Name : BROAD AND CASSEL (BOCA RATON)
Account Number : 076376001555
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FLORIDA LIMITED PARTNERSHIP

Private Investment Partners, Ltd.

Certificate of Status	0
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
PRIVATE INVESTMENT PARTNERS, LTD.
a Florida limited partnership**

The undersigned general partner, desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is PRIVATE INVESTMENT PARTNERS, LTD. (the "Partnership").

2. The address of the office of the Partnership is 399 West Palmetto Park Road, Suite 200, Boca Raton, Florida 33432.

3. The name and address of the agent for service of process on the Partnership is David J. Powers, P.A., 7777 Glades Road, Suite 300, Boca Raton, Florida 33434.

4. The name and business address of each general partner is as follows:

PRIVATE INVESTMENT GENERAL PARTNER, LLC
399 West Palmetto Park Road
Suite 200
Boca Raton, Florida 33432

5. The mailing address of the Partnership is 399 West Palmetto Park Road, Suite 200, Boca Raton, Florida 33432.

6. The latest date upon which the Partnership will dissolve is December 31, 2027.

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

This Certificate of Limited Partnership has been executed by the sole General Partner of PRIVATE INVESTMENT PARTNERS, LTD., effective this 10th day of March, 2005.

GENERAL PARTNER:

PRIVATE INVESTMENT GENERAL PARTNER,
LLC, a Florida limited liability company

By: Henry Nemanich
Henry Nemanich, Manager

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting the sole general partner of PRIVATE INVESTMENT PARTNERS, LTD., a Florida limited partnership, certifies as follows:

- (a) The amount of capital contributions to date of the limited partners is \$0.
- (b) The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$7,500.

Executed this 10th day of March, 2005.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of its knowledge and belief.

GENERAL PARTNER:

PRIVATE INVESTMENT GENERAL PARTNER,
LLC, a Florida limited liability company

By: Henry Nemanich
Henry Nemanich, Manager

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