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Fee

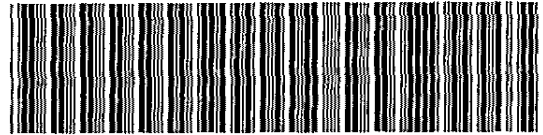
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W. P. Verifier

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TC
\$2,010,000.00

March 8, 2005

Florida Department of State
Registration Section
409 E Gaines Street
Tallahassee, Fl 32399

Re: Filing for Family Limited Partnership


To Whom It May Concern:

The following items are attached for the filing of Michele Ferrera Family Limited Partnership.

1. A check in the amount of \$1,862.50 for the following filing fees: \$1,750.00 for Filing Certificate of Family Limited Partnership, \$35.00 Filing Designation of Registered Agent, \$52.50 Certified Copy of Certificate of Family Limited Partnership, \$25.00 Filing of Statement of Qualification for Florida Limited Partnership.
2. Statement of Qualification for Florida Limited Partnership.
3. Certificate of Family Limited Partnership.
4. Acceptance of Appointment as Registered Agent for the Family Limited Partnership.
5. Affidavit declaring amount of Capital Contributions of the Family Limited Partnership.
6. The name of the person to contact is: Michele Ferrera 6601 Lyons Road Suite C-2 Coconut Creek, Fl 33073, telephone (954) 428-6600.
7. The acknowledgement should be sent to Michele Ferrera at 6601 Lyons Road Suite C-2, Coconut Creek, Fl 3373. We would appreciate an acknowledgement by fax also (954) 428-6713.

Thank You

Sincerely,


Michele Ferrera

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP
OF
MICHELE FERRERA FAMILY LIMITED PARTNERSHIP

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, do hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

1. NAME. The name of the limited partnership ("Partnership") is MICHELE FERRERA FAMILY LIMITED PARTNERSHIP.

2. REGISTERED OFFICE. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Act (1986) (the "Act") is 6601 Lyons Road, Suite C-1, Coconut Creek, FL 33073.

3. REGISTERED AGENT. The name and address of the agent for service of process required to be maintained by Section 620.105 (2) of the Act is MICHELE FERRERA, 6601 Lyons Road, Suite C-1 Coconut Creek, FL 33073

4. NAMES AND ADDRESSES OF GENERAL PARTNERS. The names and

Addresses of the General Partners are:

NAME:

ADDRESS:

Michele Ferrera, as Trustee of the
Michele Ferrera Trust dated
April 24, 1972 as amended

6601 Lyons Road, Suite C-1
Coconut Creek, Fl 33073

Diane F. Rolfe

6601 Lyons Road, Suite C-1
Coconut Creek, Fl 33073

5. MAILING ADDRESS. The mailing address for the Partnership is 6601 Lyons Road, Suite C-1, Coconut Creek, Fl 33073.

6. DISSOLUTION OF PARTNERSHIP. The Partnership shall exist in perpetuity,

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unless terminated sooner in accordance with the provision of the Limited Partnership Agreement.

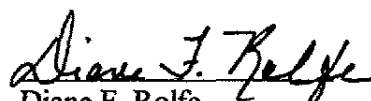
7. All of the Partnership's acts and decisions shall be authorized by the written consent of the General Partners.

IN WITNESS WHEREOF, the undersigned, being the General Partners of the Partnership, have duly executed this Certificate of Limited Partnership of MICHELE FERRERA FAMILY LIMITED PARTNERSHIP this 8 day of ^{MARCH}~~APRIL~~ 2005 for filing in accordance with Section 620.108 of the Florida Revised Uniform Limited Partnership Act.

This Certificate of Limited Partnership shall be effective upon filing.

GENERAL PARTNERS:


Michele Ferrera, as Trustee of the
Michele Ferrera Trust, dated April
24, 1972, as amended.


Diane F. Rolfe

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TALLAHASSEE, FLORIDA

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ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT OF
MICHELE FERRERA FAMILY LIMITED PARTNERSHIP

THE UNDERSIGNED, named as the agent for service of process in paragraph 3 of the Certificate of Limited Partnership of MICHELE FERRERA FAMILY LIMITED PARTNERSHIP hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act (1986).


Michele Ferrera

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**AFFIDAVIT DECLARING AMOUNT OF
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF
MICHELE FERRERA FAMILY LIMITED PARTNERSHIP**

BEFORE ME, the undersigned, constituting all of the General Partners of MICHELE FERRERA FAMILY LIMITED PARTNERSHIP ("Partnership"), a Florida limited partnership, certify as follows:

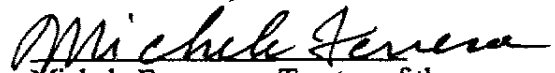
Upon the formation of the Partnership, the general and limited partners' equity contributions of cash and property to the Partnership is \$10,000.00. It is anticipated that additional equity contributions of cash and property in the amount of \$2,000,000 will be made by the general and limited partners.

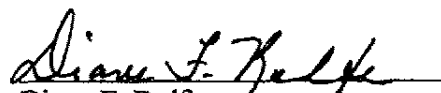
It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNERS:


Michele Ferrera, as Trustee of the
Michele Ferrera Trust, dated April
24, 1972, as amended


Diane F. Rolfe

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TALLAHASSEE, FLORIDA