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DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP

BROCKWAY MORAN & PARTNERS IBC ASSOCIATE CO-INVEST

Certificate of Status	0
Certified Copy	1
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
BROCKWAY MORAN & PARTNERS IBC ASSOCIATE CO-INVEST FUND, LTD.**

The undersigned general partner represents that it has formed a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (the "Act"), and that it has executed this Certificate of Limited Partnership pursuant to the foregoing Act and states herein as follows:

I. Name

The name of the limited partnership is **BROCKWAY MORAN & PARTNERS IBC ASSOCIATE CO-INVEST FUND, LTD.**

II. Registered Agent

The address of the registered office of the partnership and the name of the registered agent for service of process located at that office is as follows:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

III. General Partner

The name and business address of the general partner of the partnership is as follows:

Brockway Moran & Partners, Inc.
225 NE Mizner Boulevard, 7th Floor
Boca Raton, Florida 33432

998-8882

IV. Mailing Address

The mailing address of the partnership is as follows:

225 NE Mizner Boulevard, 7th Floor
Boca Raton, Florida 33432

V. Dissolution

The latest date on which the partnership is to dissolve is June 30, 2020, unless otherwise stipulated by the Partnership Agreement.

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WHEREFORE, the undersigned, the general partner of the partnership, has executed this Certificate of Limited Partnership on March 31, 2005.

BROCKWAY MORAN & PARTNERS, INC.,
as general partner

By: _____

Name: Peter Klein
Title: Vice President

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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting the general partner of BROCKWAY MORAN & PARTNERS IBC ASSOCIATE CO-INVEST FUND, LTD., a Florida limited partnership, certifies:

The amount of capital contributions to date of the limited partners is zero (0.00).

The total amount contributed and anticipated to be contributed by the limited partners at this time totals Fifty Thousand and 00/100 Dollars (\$50,000.00).

Dated: March 31, 2005.

FURTHER AFFIANT SAYETH NOT.

Under the 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.

Brockway Moran & Partners, Inc.,
as general partner

By: 

Name: Peter Klein
Title: Vice President

TALLAHASSEE, FLORIDA

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LIMITED PARTNERSHIP REGISTERED AGENT DESIGNATION

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 620.105, Florida Statutes, the following is submitted:

BROCKWAY MORAN & PARTNERS IBC ASSOCIATE CO-INVEST FUND, LTD., with its place of business at 225 NE Mizner Boulevard, 7th Floor, Boca Raton, Florida 33432, has named Corporation Service Company, at 1201 Hays Street, Tallahassee, Florida 32301, as its agent to accept service of process within Florida.

BROCKWAY MORAN & PARTNERS,
INC., as general partner

By: 

Name: Peter Klein

Title: Vice President

Having been named to accept Service of Process for the above stated limited partnership, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, and the undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and accepts the duties and obligations of section 620.192, Florida Statutes.

Dated: March 31, 2005.

CORPORATION SERVICE COMPANY

By: 

Name:

Title:

Jeanine Reynolds
as its agent

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TALLAHASSEE, FLORIDA

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