

Certificate of Limited Partnership

A05000000877
FILED
May 03, 2005
Sec. Of State
dcushing

Name of Limited Partnership:

IDEAL BRANDS HOLDINGS, LTD.

Business Address of Limited Partnership:

1201 US HIGHWAY 1
SUITE 350A
NORTH PALM BEACH, FL. 33408

Mailing Address of Limited Partnership:

1201 US HIGHWAY 1
SUITE 350A
NORTH PALM BEACH, FL. 33408

The name and Florida street address of the registered agent is:

DEBORAH KRINER
1201 US HIGHWAY 1
SUITE 350A
NORTH PALM BEACH, FL. 33408

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: DEBORAH KRINER

The latest date upon which the Limited Partnership is to be dissolved is:

JANUARY 1, 2055

The name and address of all general partners are:

Title: G
IDEAL PROPERTIES MANAGEMENT, INC.
1201 US HIGHWAY 1, SUITE 350A
NORTH PALM BEACH, FL. 33408

**Affidavit of Capital Contributions
For Florida Limited Partnership**

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The undersigned constituting all of the general partners of:
IDEAL BRANDS HOLDINGS, LTD.

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is:
300,000.00

The total amount contributed and anticipated to be contributed by the
limited partners at this time totals:
300,000.00

Signed this Third day of May, 2005

Under the penalties of perjury I (we) declare the I (we) have read the foregoing
and know the contents thereof and that the facts stated herein are true and correct.

General Partner Signature: RICK RIDER