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BROAD AND CASSEL

FAX NO. 561 483 7000

Division of Corporations

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Account Number : 076376001555
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FLORIDA LIMITED PARTNERSHIP

Stateside Pearl 524, Ltd.

Certificate of Status	1
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Estimated Charge	\$148.75

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
STATESIDE PEARL 524, LTD.
a Florida limited partnership**

The undersigned general partners, 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 state the following:

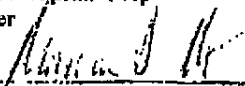
1. The name of the limited partnership is Stateside Pearl 524, Ltd. (the "Partnership").
2. The address of the office of the Partnership is 75 N.E. 6th Avenue, Suite 103, Delray Beach, Florida 33483.
3. The name and address of the agent for service of process on the Partnership is Norman S. Weinstein, 75 N.E. 6th Avenue, Suite 103, Delray Beach, Florida 33483.
4. The names and business addresses of the general partner is as follows:
Stateside Capital, LLC, 75 N.E. 6th Avenue, Suite 103, Delray Beach, Florida 33483.
#L02000028120
5. The mailing address of the Partnership is 75 N.E. 6th Avenue, Suite 103, Delray Beach, Florida 33483.
6. The latest date upon which the Partnership will dissolve is December 31, 2030.

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 General Partner of the Partnership this 17th day of May, 2005.

GENERAL PARTNER:

Stateside Capital, LLC, a Florida limited liability company, general partner

By: Stateside Capital Corp
Its: Manager

By: 
Norman S. Weinstein, President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned general partners of Stateside Pearl 524, Ltd., a Florida limited partnership, certify as follows:

FIRST: The amount of capital contributions to date of the limited partners is \$0.00.

SECOND: The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$7,500.

Executed this 17th day of May, 2005.


FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

Stateside Capital, LLC, a Florida limited liability company

By: Stateside Capital Corp.
Its: Manager

By: 
Norman S. Weinstein, President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Stateside Pearl 524, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

Dated: May 17, 2005



Norman S. Weinstein, Registered Agent

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DOCUMENTS SECTION 1
2/21/2005