

AUG-08-2005(MON) 10:13 CARLTON FIELDS

Division of Corporations

P. 001

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DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP

MEREME, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$1,837.50

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF LIMITED PARTNERSHIP OF
MEREME, LTD.,
a Florida limited partnership**

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

**ARTICLE I.
Name of the Limited Partnership**

The name of the Limited Partnership is MEREME, LTD. ("Limited Partnership")

**ARTICLE II.
Address of the Limited Partnership**

The address of the office of the Limited Partnership is 18255 S.W. 262nd Street, Homestead, Florida 33031.

**ARTICLE III.
Registered Agent and Registered Office**

The name and address of the agent for service of process on the Limited Partnership is as follows:

Michael J. Eisenberg
18255 S.W. 262nd Street
Homestead, Florida 33031

**ARTICLE IV.
General Partner**

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

Meme Enterprises, Inc.
18255 S.W. 262nd Street
Homestead, Florida 33031

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ARTICLE V.

Mailing Address of the Limited Partnership

The mailing address of the Limited Partnership is 18255 S.W. 262nd Street, Homestead, Florida 33031.

ARTICLE VI

Term of the Limited Partnership

The term for which the Limited Partnership is to exist is until August 1, 2025, unless sooner dissolved by written consent.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the sole general partner of MEREME, LTD. as of the 4th day of August 2005.

GENERAL PARTNER:

MEME ENTERPRISES, INC.,
a Florida corporation

By: Michael J. Eisenberg
Michael J. Eisenberg, President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

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

Dated as of August 4, 2005.


Michael J. Eisenberg

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, as sole General Partner of MEREME, LTD., a Florida limited partnership, hereby certifies as follows:

1. The undersigned is the sole general partner of MEREME, LTD., a Florida limited partnership, hereinafter referred to as the "Limited Partnership."
2. The amount of capital contributions to date of the initial limited partners is \$1,000.00.
3. The total amount of capital contributions anticipated to be contributed by the initial limited partners is \$500,000.00.

Signed this 4th day of August, 2005.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned declares that he has read the foregoing and the facts alleged are true, to the best of his knowledge and belief.

GENERAL PARTNER:

MEME ENTERPRISES, INC., a
Florida corporation

By: Michael J. Eisenberg
Michael J. Eisenberg President

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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