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Broad and Cassel

050-205-0383

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Division of Corporations

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SECURITY
TALLAHASSEE, FLORIDA

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Phone : (561)483-7000
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FLORIDA LIMITED PARTNERSHIP

COCOA INVESTORS, LTD

Certificate of Status	0
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RECORDS & CLERK OF STATE
TALLAHASSEE, FLORIDAFax Audit Number: H05000198786 3

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
COCOA INVESTORS, 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 Cocoa Investors, Ltd. (the "Partnership").
2. The address of the office of the Partnership is 75 NE 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, at 75 NE 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 NE 6th Avenue, Suite 103, Delray Beach, Florida 33483.
LO2-28120
5. The mailing address of the Partnership is 75 NE 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 16th day of August, 2005

GENERAL PARTNER:

Stateside Capital, LLC, a Florida limited liability company

By: Stateside Capital Corp, a Florida corporation
Its: Manager

By: Norman S. Weinstein
Norman S. Weinstein, President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent for Cocoa Investors, 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: August 18th, 2005



Norman S. Weinstein, Registered Agent

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

SECURITY OF STATE
TALLAHASSEE, FLORIDA

The undersigned general partners of Cocoa Investors, 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 \$7,500.00.

Executed this 18 day of August, 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, a Florida corporation
Its: Manager

By: Norman S. Weinstein
Norman S. Weinstein, President

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TOTAL P.00