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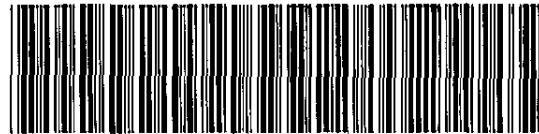
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 729836 9643A
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 140.00

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ORDER DATE : November 30, 2005
ORDER TIME : 10:47 AM
ORDER NO. : 729836-015
CUSTOMER NO: 9643A

DOMESTIC FILING

NAME: THARP FAMILY PARTNERSHIP, LTD.

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret - EXT. 2949

EXAMINER'S INITIALS: _____

File
2nd

CERTIFICATE OF LIMITED PARTNERSHIP

OF

**THARP FAMILY PARTNERSHIP, LTD.
A FLORIDA LIMITED PARTNERSHIP**

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TALLAHASSEE, FLORIDA

The undersigned General Partner 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 states the following:

1. The name of the limited partnership is **THARP FAMILY PARTNERSHIP, LTD.** (the "Partnership").
2. The address of the office of the Partnership is 7306 NW 127 Way, Parkland, Florida 33076.
3. The name and address of the agent for service of process of the Partnership is:

KAREN A. THARP
7306 NW 127 Way
Parkland, Florida 33076

I am familiar with and hereby accept this appointment and the obligations associated with this designation as registered agent for service of process within the State of Florida of the proposed Limited Partnership named in this Certificate of Limited Partnership hereinabove set forth and do hereby further state that I may be found as registered agent for service of process upon said proposed entity at the address set forth above.

4. The name and address of the General and Limited Partners are as follows:

General Partner:

THARP GENERAL, INC.
7306 127 Way
Parkland, Florida 33076

905000157593

Limited Partners:

KAREN A. THARP
7306 127 Way
Parkland, Florida 33076

JAMES A. THARP
c/o Financial Profiles
10101 W. Sample Road
Suite A & B
Coral Springs, Florida 33065

5. The mailing address of the Partnership is **THARP FAMILY PARTNERSHIP, LTD.**, 7306 NW 127 Way, Parkland, Florida 33076.

6. The latest date upon which the Partnership will dissolve is 11/23/2054.

7. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by the General Partner.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of the **THARP FAMILY PARTNERSHIP, LTD.** this 23rd day of November, 2005.

GENERAL PARTNER:

THARP GENERAL, INC.

By: _____

KAREN A. THARP, President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME the undersigned, personally appeared **KAREN A. THARP** as President, on behalf of **THARP GENERAL, INC.**, the General Partner of the **THARP FAMILY PARTNERSHIP, LTD.**, a Florida Limited Partnership, hereinafter referred to as the "Partnership", who, upon being duly sworn, did certify as follows:

1. The amount of capital contributions of the Limited Partners is attached hereto as Exhibit "A".
2. The anticipated amount of additional capital contributions of the Limited Partners is none at this time.

FURTHER AFFIANT SAYETH NAUGHT.

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

Dated this 23rd day of Nov, 2005.

**GENERAL PARTNER
THARP GENERAL, INC.**

By:

KAREN A. THARP, Secretary

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 23rd day of November, 2005, by **KAREN A. THARP**, President of **THARP GENERAL, INC.**, the General Partner of **THARP FAMILY PARTNERSHIP, LTD.**, who is personally known to me or who did identify herself by _____.

Notary Seal

Linda H. Shelling
Notary Public
LINDA H. SHELING
Name Printed

EXHIBIT "A"

Schedule of Partners' Capital Contribution

<u>Partner</u>	<u>Percentage in cash or Property</u>	<u>Initial Capital Contributed or to be Contributed</u>
General Partner:		
THARP GENERAL, INC. 7306 127 Way Parkland, Florida 33076	1%	3.00
Limited Partner:		
KAREN A. THARP 7306 127 Way Parkland, Florida 33076	98%	294.00
JAMES A. THARP c/o Financial Profiles 10101 W. Sample Road Suite A & B Coral Springs, Florida 33065	1%	3.00
		<u>\$300.00</u>