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FLORIDA LIMITED PARTNERSHIP

ANGEL FAMILY LIMITED PARTNERSHIP

Certificate of Status	0
Certified Copy	1
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**CERTIFICATE AND AFFIDAVIT OF FLORIDA LIMITED PARTNERSHIP
ANGEL FAMILY LIMITED PARTNERSHIP
A FLORIDA LIMITED PARTNERSHIP**

GEMINI MANAGEMENT GROUP LLC (the "General Partner"), hereby makes, acknowledges and files this Certificate of Limited Partnership (the "Certificate") for the ANGEL FAMILY LIMITED PARTNERSHIP (hereinafter referred to as the "Partnership").

1. Name of Partnership. The name of the Partnership is the ANGEL FAMILY LIMITED PARTNERSHIP.

2. Mailing Address and Principal Place of Business of the Limited Partnership. The mailing address of the Partnership is 2665 S. Bayshore Drive, Suite 703, Miami, FL 33133. The General Partner shall promptly give notice to the other Partners of any change of mailing address.

3. Name and Business Address of General Partner. The name and business address of the General Partner of the Partnership is as follows:

GEMINI MANAGEMENT GROUP LLC
1221 Brickell Avenue
Ninth Floor
Miami, FL 33131

4. Effective Date. The Partnership will become effective upon the filing of this Certificate and shall terminate and dissolve no later than November 31, 2065.

5. Agent for Service of Process. The Agent for service of process on the Partnership shall be World Corporate Services, Inc., 2665 South Bayshore Drive, Suite 703, Miami, FL 33133.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature and seal and swears to the foregoing as of this 1st day of December 2005, in accordance with Florida Statutes Section 620.108.

GENERAL PARTNER:

GEMINI MANAGEMENT GROUP LLC
a Florida limited liability company


Andrew Angel, Manager

CERTIFICATE AND AFFIDAVIT OF FLORIDA
LIMITED PARTNERSHIP OF ANGEL FAMILY LIMITED PARTNERSHIP,
A FLORIDA LIMITED PARTNERSHIP

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STATE OF FLORIDA

COUNTY OF MIAMI-DADE

)
) ss:

I HEREBY CERTIFY on this 1st day of December, 2005, before me, Andres Angel, as Manager of General Partner of the Angel Family Limited Partnership, executed the foregoing Certificate and Affidavit of Florida Limited Partnership of the Angel Family Limited Partnership.



Carmen E. Domagala
My Commission DD173346
Expires December 22, 2008

Carmen E. Domagala
Notary Public, State of Florida at Large

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

I HEREBY ACCEPT the appointment as registered agent for service of process within the State of Florida of the limited partnership named Angel Family Limited Partnership as set forth in the Certificate and Affidavit of Limited Partnership hereinabove set forth and hereby further state that I may be found as registered agent for service of process upon said partnership at the address set forth in Paragraph 5 of this Certificate.

Dated this 1st day of December 2005.

E. Diaz

Elena Diaz, Vice-President
World Corporate Services, Inc.,
a Florida corporation

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TALLAHASSEE, FLORIDA

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR THE ANGEL FAMILY LIMITED PARTNERSHIP
A FLORIDA LIMITED PARTNERSHIP**

The undersigned, constituting the sole General Partner of the ANGEL FAMILY LIMITED PARTNERSHIP, a Florida Limited Partnership, certifies:

The total amount of capital contributions to date by the Limited Partners is One Thousand Dollars (\$1,000.00).

The total amount contributed and anticipated to be contributed by the Limited Partners at this time totals One Thousand Dollars (\$1,000.00).

Signed this 1st day of December 2005.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

GEMINI MANAGEMENT GROUP LLC
a Florida limited liability company

By:


Andres Angel, Manager

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE) ss:

I HEREBY CERTIFY on this 1st day of December 2005, before me, Andres Angel, manager of the General Partner of Angel Family Limited Partnership, executed the foregoing Affidavit of Capital Contributions of the Angel Family Limited Partnership.


Notary Public, State of Florida at Large

My Commission Expires:

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF ANGEL FAMILY LIMITED PARTNERSHIP
A FLORIDA LIMITED PARTNERSHIP



Carmen E. Dominguez
My Commission 00173355
Expires December 22, 2008

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