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Riverwalk, Ltd.

Certificate of Status	1
Certified Copy	1
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January 27, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations

STEARNS WEAVER MILLER, ET AL.

SUBJECT: RIVERWALK, LTD.  
REF: W06000004184

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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**CERTIFICATE OF LIMITED PARTNERSHIP****OF****RIVERWALK ASSOCIATES, LTD.**

Pursuant to the Florida Revised Uniform Limited Partnership Act of 2005, the undersigned, being the sole General Partner of Riverwalk Associates, Ltd., a Florida limited partnership (the "Partnership"), hereby executes and submits for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:

**RIVERWALK ASSOCIATES, LTD.**

2. The mailing address and street address of the Partnership currently is:

2950 S. W. 27<sup>th</sup> Avenue, Suite 200  
Miami, Florida 33133

3. The name and address of the agent for service of process on the Partnership are:

Brian J. McDonough  
2200 Museum Tower  
150 West Flagler Street  
Miami, Florida 33130

4. The name and address of the General Partner of the Partnership are:

RIVERWALK, LLC  
2950 S. W. 27<sup>th</sup> Avenue, Suite 200  
Miami, Florida 33133

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as General Partner, pursuant to the provisions of Section 620.1204 of the Florida Revised Uniform Limited Partnership Act of 2005.

DATED: January 25, 2006

RIVERWALK, LLC, a Florida limited liability company, a General Partner

By: 

Lloyd G. Boggio, President

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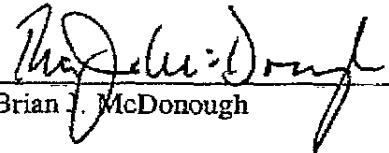
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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I, Brian J. McDonough, hereby accepts my appointment as registered agent for RIVERWALK, LTD., a Florida limited partnership. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: January 25, 2006

  
Brian J. McDonough

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