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To:

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Fax Number : (850) 205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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FLORIDA/FOREIGN LP/LLP

bes investments, llp

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CERTIFICATE OF LIMITED PARTNERSHIP

FOR

BES INVESTMENTS, LLLP

Pursuant to Florida Statutes Section 620.108, the described limited liability limited partnership presents this Certificate for filing with the Florida Department of State.

**SECTION 1
NAME**

The name of the limited liability limited partnership is **BES INVESTMENTS, LLLP**.

**SECTION 2
EXISTENCE**

The existence of the limited liability limited partnership shall commence upon the filing of this Certificate with the Florida Department of State.

**SECTION 3
OFFICE ADDRESS**

The address of the office of the limited liability limited partnership is:

c/o Barbara Zoberg
8367 Bird Road
Miami, Florida 33155

**SECTION 4
AGENT FOR SERVICE OF PROCESS**

The agent for service of process for the limited liability limited partnership is:

M & W AGENTS, INC.
2101 Corporate Blvd., Suite 107
Boca Raton, Florida 33431

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**SECTION 5
GENERAL PARTNER**

The name and business address of the sole general partner of the limited liability limited partnership is:

BES HOLDINGS, LLC
c/o Barbara Zoberg
8367 Bird Road
Miami, Florida 33155

**SECTION 6
MAILING ADDRESS**

The mailing address for the limited liability limited partnership is:

c/o Barbara Zoberg
8367 Bird Road
Miami, Florida 33155

**SECTION 7
ELECTION TO BE TREATED AS LIMITED LIABILITY LIMITED PARTNERSHIP**

The limited partnership elects to be treated as a limited liability limited partnership.

**SECTION 8
DATE OF DISSOLUTION**

The latest date upon which the limited liability limited partnership is to dissolve is December 31, 2056.

Executed this 24 day of January, 2006.

BES HOLDINGS, LLC
a Florida limited liability company,
the General Partner

By: Barbara Zoberg, Manager
BARBARA ZOBERG, Manager

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REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for BES INVESTMENTS, LLLP, at the place designated in the Certificate of Limited Liability Limited Partnership, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and the undersigned accepts the duties and obligations of Section 620.105 of the Florida Statutes.

Dated: January 24, 2006.

M & W AGENTS, INC., a Florida corporation

By 
Donald R. Fescher, President

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