

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
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Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : BERGER SINGERMAN - FORT LAUDERDALE
Account Number : I20020000154
Phone : (954) 525-9900
Fax Number : (954) 523-2872

FLORIDA/FOREIGN LP/LLP

S & A Financial Resources, LLLP

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
S & A FINANCIAL RESOURCES, LLLP**

The undersigned, in forming a Florida limited liability limited partnership under the Florida Revised Uniform Limited Partnership Act of 2005, as amended, Chapter 620 of the Florida Statutes, hereby adopt the following Certificate of Limited Partnership:

1. The name of the limited liability limited partnership is **S & A FINANCIAL RESOURCES, LLLP** (hereinafter, the "Partnership").

2. The mailing and principal address of the Partnership is c/o **NICOLE TOTAH**, at The Oxbridge Group, 600 Jefferson Plaza, #550, Rockville, MD 20852.

3. The name and street address of the initial registered agent of the Partnership are **BSPA CORPORATE SERVICES, INC.**, 350 East Las Olas Boulevard, Suite 1000, Fort Lauderdale, Florida 33301.

4. The names and business addresses of the general partners of the Partnership are:

TAMARA L. TOTAH
c/o Nicole Totah
The Oxbridge Group
600 Jefferson Plaza, #550
Rockville, MD 20852

NICOLE T. TOTAH
The Oxbridge Group
600 Jefferson Plaza, #550
Rockville, MD 20852

ELLIOT R. TOTAH
c/o Nicole Totah
The Oxbridge Group
600 Jefferson Plaza, #550
Rockville, MD 20852

KARINA M. TOTAH
c/o Nicole Totah
The Oxbridge Group
600 Jefferson Plaza, #550
Rockville, MD 20852

5. The Partnership is a limited liability limited partnership and not a limited partnership.

Under penalties of perjury the undersigned have read the foregoing and know the contents thereof and that the facts herein are true and correct.

Signed this 3rd day of May, 2006.

GENERAL PARTNERS:


TAMARA L. TOTAH

NICOLE T. TOTAH

ELLIOT R. TOTAH


KARINA M. TOTAH

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TALLAHASSEE STATE
FLORIDA**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process for **B & A FINANCIAL RESOURCES, LLLP** at the place designated in paragraph 3 of the Certificate of Limited Partnership, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 620, F.S.

BSPA CORPORATE SERVICES, INC.

By: Robert D. Barron, V.P.
Name: Robert D. Barron, V.P.
Date: 5/16, 2006

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