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2006 MAY -5 P 3: 55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

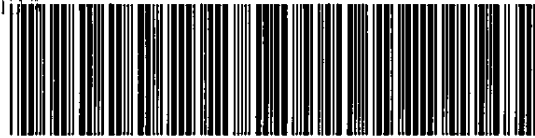
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# THERREL BAISDEN, P.A.

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OF COUNSEL  
SETH E. ELLIS

FILED

2006 MAY - 5 PM  
FRED R. BAISDEN (1903 - 1971)  
BARON DE HIRSCHMEYER (1899 - 1974)  
LEO ROSE, JR. (1917 - 1998)  
CATCHINGS, THERREL (1890 - 1971)  
MILTON WEISS (1913 - 1980)  
TALLAHASSEE, FLORIDA

BOCA RATON OFFICE  
2385 EXECUTIVE CENTER DRIVE  
SUITE 190  
BOCA RATON, FLORIDA 33431

May 2, 2006

## VIA FEDERAL EXPRESS

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: **MIANO GROUP INVESTMENTS, LTD.**  
Our File No. 206131.00

Gentlemen:

Enclosed herein are the original Certificate of Limited Partnership for the captioned limited partnership. We enclose a check in the amount of \$1,008.75 to cover the following costs:

Filing Fee for Limited Partnership	\$965.00
Registered Agent Designation	35.00
Certificate of Status	8.75
Total for Limited Liability Company	<u>\$1008.75</u>

Please return a certificate of status with your recording date acknowledging the filing of the documents to the undersigned.

With kindest regards,

Very truly yours,

THERREL BAISDEN, P.A.

By: \_\_\_\_\_

Mark M. Hasner

cc: Kate Miano  
MMH  
Enclosures

W:\Miano\Limited Partnership\Letter to Secretary of State Formation.wpd

**CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

**MIANO GROUP INVESTMENTS, LTD.**

**FILED**

2006 MAY -5 P 3:56

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned General Partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act of 2005 as set forth in Section 620.1201 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is MIANO GROUP INVESTMENTS, LTD.

2. The street and mailing address of the initial designated office of the Partnership is: 526 Angela Street, Key West, Florida 33040.

3. The name and address of the agent for service of process on the Partnership is MARK M. HASNER, ESQ., Therrel Baisden, P.A., SunTrust International Center, One S.E. 3rd Avenue, Suite 2950, Miami, Florida 33131.

4. The name and business address of the General Partner is as follows:

MIANO GROUP MANAGEMENT, LLC  
526 Angela Street  
Key West, Florida 33040  
Low-47747

5. The effective date of this Certificate of Limited Partnership shall be upon filing with the Department of State.

6. 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 an authorized representative of MIANO GROUP MANAGEMENT, LLC, a Florida limited liability company, as General Partner of MIANO GROUP INVESTMENTS, LTD.

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

**FILED**  
2006 MAY -5 P 3:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**IN WITNESS WHEREOF**, this Certificate of Limited Partnership has been executed by the General Partner of MIANO GROUP INVESTMENTS, LTD.. this 1<sup>st</sup> day of May, 2006.

**GENERAL PARTNER**

MIANO GROUP MANAGEMENT, LLC, a  
Florida limited liability  
company

By: 

Mark M. Hasher, attorney-  
in-fact

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for MIANO GROUP INVESTMENTS, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of Registered Agent.

**REGISTERED AGENT**

By: 

MARK M. HASHER

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