

Division of Corporations

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Florida Department of State
Division of Corporations
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To: Division of Corporations
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From: Account Name : BILZIN, SUMBERG BAENA PRICE & AXELROD LLP.
Account Number : 075350000132
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FLORIDA/FOREIGN LP/LLP
BCOM INVESTMENT MANAGER II, LLLP

Certificate of Status	0
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**CERTIFICATE OF LIMITED PARTNERSHIP
FOR
BCOM INVESTMENT MANAGER II, LLLP**

The undersigned, desiring to form a limited liability limited partnership in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 2005, as set forth in Sections 620.1101 to 620.2205, Florida Statutes, hereby states as follows:

1. The name of the limited liability limited partnership is BCOM Investment Manager II, LLLP, a Florida limited liability limited partnership (the "Partnership").

2. The street and mailing address of the initial designated office of the Partnership required to be maintained by Section 620.1114, Florida Statutes, is:

1200 Brickell Avenue
Suite 1720
Miami, Florida 33131

3. The name and address of the registered agent for service of process required to be maintained by Section 620.1114, Florida Statutes, are:

Aslan Palachi
1200 Brickell Avenue
Suite 1720
Miami, Florida 33131

4. The name and business address of the sole general partner of the Partnership are:

BCOM Manager GP, Inc., P03-48977
a Florida corporation
1200 Brickell Avenue
Suite 1720
Miami, Florida 33131

5. The mailing address for the Partnership is:

1200 Brickell Avenue
Suite 1720
Miami, Florida 33131

6. The Partnership hereby elects to be a limited liability limited Partnership.

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The execution of this Certificate of Limited Partnership on behalf of the undersigned sole general partner constitutes an affirmation that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed in the name and on behalf of the sole general partner of the Partnership as of the 30th day of November, 2006.

GENERAL PARTNER:

BCOM Manager GP, Inc.,
a Florida corporation

By: Aslan Palachi
Aslan Palachi, Vice President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, having been designated as registered agent for BCOM Investment Manager II, LLLP, a Florida limited liability limited Partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership of the Partnership, hereby agrees that he will accept service of process for and on behalf of the Partnership and that he will comply with any and all laws relating to the proper and complete performance of the duties and obligations of a registered agent of a Florida limited liability limited partnership.

Dated: November 30, 2006

Aslan Palachi
Aslan Palachi, Registered Agent

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