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SONNENSCHN W2B

NO. 1 of 2

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To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : SONNENSCHN NATH & ROSENTHAL, LLP
Account Number : I20040000039
Phone : (561) 833-2410
Fax Number : (561) 833-8387

2/14/2007
Per my TIC w/
Agnes Lunt, I am
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the \$1000 was deducted from our account.

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561-833-2410.

FLORIDA/FOREIGN LP/LLP

The Gushner Group, LLLP

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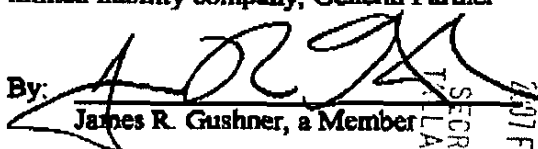
**CERTIFICATE OF LIMITED PARTNERSHIP OF
THE GUSHNER GROUP, LLLP,
a Florida limited liability limited partnership**

The undersigned General Partner of THE GUSHNER GROUP, LLLP (the "General Partner") desires to form a limited partnership (the "Partnership") pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is THE GUSHNER GROUP, LLLP.
2. The business and mailing address of the office of the Partnership is c/o Sonnenschein Nath & Rosenthal LLP, 777 South Flagler Drive, Suite 600E, West Palm Beach, Florida 33401.
3. The name and Florida street address of the Registered Agent for service of process of the Partnership is MITCHELL D. SCHEPPS, Sonnenschein Nath & Rosenthal LLP, 777 South Flagler Drive, Suite 600E, West Palm Beach, Florida 33401.
4. The name and business address of the General Partner is THE GUSHNER GROUP, LLC, c/o Sonnenschein Nath & Rosenthal LLP, 777 South Flagler Drive, Suite 600E, West Palm Beach, Florida 33401.
5. The Partnership elects to be a limited liability limited partnership.
6. This Certificate shall be effective upon the filing of this Certificate with the Florida Department of State.

DATE: February 3rd, 2007.

THE GUSHNER GROUP, LLC, a Florida
limited liability company, General Partner

By: 

James R. Gushner, a Member

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2007 FEB -5 AM 9:59

FILED

MITCHELL D. SCHEPPS, ESQ.
Sonnenschein Nath & Rosenthal LLP
777 South Flagler Drive, Ste. 600E
West Palm Beach, FL 33401
Telephone No.: 561-833-2410
Fax No.: 561-833-8387
Florida Bar No.: 0979139

CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

LIMITED PARTNERSHIP:

THE GUSHNER GROUP, LLLP

REGISTERED AGENT/OFFICE:

MITCHELL D. SCHEPPS
Sonnenschein Nath & Rosenthal LLP
777 South Flagler Drive, Ste. 600E
West Palm Beach, FL 33401

Having been named as Registered Agent to accept service of process for the above-named Corporation at the place designated in this Certificate, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

DATED: February 3, 2007.

Mitchell D. Schepps

MITCHELL D. SCHEPPS, Registered Agent

20068760/0001/17350989V-1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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