

Certificate of Limited Partnership

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FILED
August 31, 2007
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Name of Limited Partnership:

E-MERGE CAPITAL GROUP, LP

Street Address of Limited Partnership:

5113 CENTRAL AVENUE
ST. PETERSBURG, FL. US 33710

Mailing Address of Limited Partnership:

5113 CENTRAL AVENUE
ST. PETERSBURG, FL. US 33710

The name and Florida street address of the registered agent is:

JAY D SOLOMON
5113 CENTRAL AVENUE
ST. PETERSBURG, FL. 33710

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: JAY D SOLOMON

The name and address of all general partners are:

Title: G
C2J2 HOLDINGS, INC.
5113 CENTRAL AVENUE
ST. PETERSBURG, FL. 33710 US

The effective date for this Limited Partnership shall be:

08/31/2007

This Limited Partnership is a Limited Liability Limited Partnership.

Signed this Thirty First day of August, 2007

I (we) declare the I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

General Partner Signature: JAY D SOLOMON