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FLORIDA/FOREIGN LP/LLLP

MICHAEL J. SWERDLOW, L.P.

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JUN 19 2008

EXAMINER

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CERTIFICATE OF LIMITED PARTNERSHIP OF MICHAEL J. SWERDLOW, L.P.

The undersigned, desiring to form a limited partnership (the "LP") in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 2005, as amended, hereby states as follows:

- 1. The name of the LP is: MICHAEL J. SWERDLOW, L.P.
- 2. The address of the initial designated office of the LP is:

c/o Swerdlow Group 3390 Mary Street, Sulte 200 Coconut Grove, FL 33133

3. The address of the registered office of the LP is:

c/o Swerdlow Group 3390 Mary Street, Suite 200 Coconut Grove, FL 33133

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

Michael J. Swerdlow c/o Swerdlow Group 3390 Mary Street, Suite 200 Coconut Grove, FL 33133

5. The name and business address of the sole general partner of the LP is:

Michael J. Swerdlow GP, LLC. c/o Swerdlow Group 3390 Mary Street, Suite 200 Coconut Grove, FL 33133 LOB-59371

6. The mailing address for the LP is:

c/o Swerdlow Group 3390 Mary Street, Suite 200 Coconut Grove, FL 33133

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

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IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the undersigned sole general partner of the LP as of the day of _______, 2008.

GENERAL PARTNER:

MICHAEL J. SWERDLOW GP, LLC.

Michael J. Swerdlow, Manager

2008 JUN 18 AM 8: 56

MIAMI 1535421.1 7453226594

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, who has been designated as registered agent for MICHAEL J. SWERDLOW, L.P., a Florida limited partnership (the "LP"), in the foregoing Certificate of Limited Partnership of the LP, hereby accepts his appointment as registered agent for the LP and agrees to act in that capacity. He further agrees that he is familiar with and accepts the obligations of his position as registered agent and agrees to comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated: <u>JUNE 110</u>, 2008

Michael / Swerdlow

2008 JUN 18 AM 8: 56

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