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GREENBERG TRAUERIG

NO. 818 PP 1-611

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Florida Department of State
Division of Corporations
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Schechter Operating Capital, LLLP

Certificate of Status	0
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**CERTIFICATE OF LIMITED PARTNERSHIP
FOR
FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP
SCHECHTER OPERATING CAPITAL, LLLP**

1. Name: The name of the Partnership shall be:

SCHECHTER OPERATING CAPITAL, LLLP

2. Street and Mailing Address: The street and mailing address of the initial designated office of the Partnership shall be:

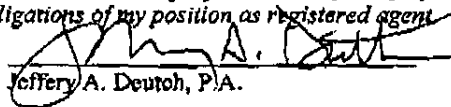
12765 W. Forest Hill Blvd., Suite 1307
Wellington, Florida 33414

3. Registered Agent: The Registered Agent and Registered Office of the Partnership in the State of Florida is:

Name: Jeffery A. Deutch, P.A.
Address: 7777 Glades Road, Suite 300
Boca Raton, Florida 33434

Acceptance of Appointment of Registered Agent

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

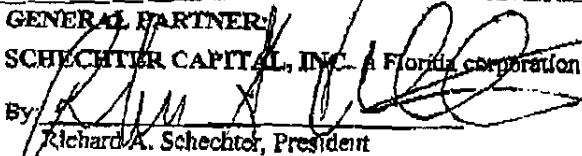

Jeffery A. Deutch, P.A.

4. LLLP Election: The Partnership elects to be a limited liability limited partnership.
5. General Partner: The name and address of the sole general partner of the Partnership is:

SCHECHTER CAPITAL, INC. (P04000069005)
12765 W. Forest Hill Blvd., Suite 1307
Wellington, Florida 33414

6. Effective Date: The effective date shall be the date of filing of this Certificate with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned does hereby execute this Certificate of Limited Liability Limited Partnership this 2nd day of July, 2008.

GENERAL PARTNER:
SCHECHTER CAPITAL, INC. A Florida corporation
By: 
Richard A. Schechter, President

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