

Division of Corporations

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Wagner Partners, LLP

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M. THOMAS Help

OCT 5 2009

CERTIFICATE OF LIMITED LIABILITY LIMITED PARTNERSHIP
OF
WAGNER PARTNERS, LLLP

The undersigned, acting as organizer of a Limited Liability Limited Partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act hereby adopts the following certificate for such Limited Liability Limited Partnership:

1. The name of the Limited Liability Limited Partnership is WAGNER PARTNERS, LLLP (the "Partnership").
2. The address of the office of the Partnership at which place the records shall be maintained is 1410 Enclave Circle, West Palm Beach, Florida 33411.

The name and address of the Partnership's initial registered agent is ROSE WAGNER, 1410 Enclave Circle, West Palm Beach, Florida 33411.

3. The name and address of the General Partner is WAGNER MANAGERS, LLC, 1410 Enclave Circle, West Palm Beach, Florida 33411. *LO9-93862*
4. The mailing address for the Partnership is 1410 Enclave Circle, West Palm Beach, Florida 33411.
5. The Partnership elects to be a limited liability limited partnership.
6. The term of the Partnership shall commence on the date of filing of this Certificate with the Secretary of State of Florida.

IN WITNESS WHEREOF, the undersigned General Partner has hereto executed this Certificate upon the 27 day of September, 2009.

WAGNER MANAGERS, LLC, Florida
limited liability company, its General
Partner

By: 

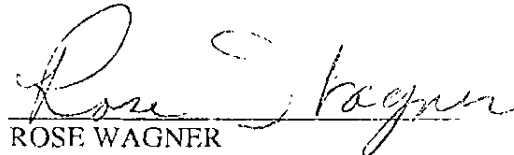
Linda W. Geoffrey, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Having been named to accept service of process for the above stated Limited Liability Limited Partnership, at the place designated in this Certificate of Limited Liability Limited Partnership, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


ROSE WAGNER

Dated: September 23, 2009.

WPB 1050823.1

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