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OR CERTIFICATE OF LIMITED PORTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FITTING:

XX CERTIFIED COPY РЕАТЫ STAMPED CORY

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96 HAR 29 PH 1: 20 DIVISION OF CORPORATION

#### CERTIFICATE OF LIMITED PARTNERSHIP

OF

#### LINSA, LTD.

### a Florida Limited Partnership

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership law, hereby states the following:

- 1. The name of the partnership is LINSA, LTD.
- 2. The address of the office of the partnership is 7280 West Palmetto Park Road, Suite 306N, Boca Raton, Florida 33433.
- 3. The name and address of the agent for service of process on the partnership is ALAN B. COHN, c/o Abrams, Anton, Robbins, Resnick & Schneider, P. A., 2021 Tyler Street, Hollywood, Florida 33022.
- 4. The name and business address of the General K
  Partner and the mailing address of the partnership are CASSIS
  HOLDINGS, INC., JOSEPH SABGA, President, 7280 West Palmetto Park
  Road, Suite 306N, Boca Raton, Florida 33433.
- The latest date upon which the partnership shall dissolve is December 31, 2046.
  - 6. No Limited Partner shall be entitled to withdraw or demand the return of any part of its capital contribution except upon dissolution of the partnership.

- 7. All annual not profits of the partnership shall be divided among the partners in the same proportions as the partners' then capital accounts unless retained for partnership investments and business activities.
- 8. There is no priority of any one (1) Limited Partner over another with respect to the contributions or compensation by way of income.
- 9. A Limited Partner may not demand property other than cash in return for its contributions.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited

Partnership has been executed by the General Partner and President

K
of ØASSIS HOLDINGS, INC., this NB day of NA RCH , 1996.

Witnesses:

GENERAL PARTNER:

£ASSIS HOLDINGS, INC.

BY:

JOSEPH SABGA, President

Having been named as registered agent for LINSA, LTD., a Florida limited partnership (the "Partnership), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said

Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agents.

REGISTERED AGENT:

ALAN B. COHN

#166814

## AFFIVAVIT OF CAPITAL CONTRIBUTION

95 HAR 29 PH 2: 17

STATE OF FLORIDA ) SS:
COUNTY OF PALM BEACH )

BEFORE ME, the undersigned, personally appeared JOSEPH SABGA, President of CASSIS HOLDINGS, INC., which is the General Partner of LINSA, LTD., Florida limited partnership, who, upon being duly sworn, certifies as follows:

The amount of capital contributions to the partnership made by all of the Limited Partners is as follows:

\$1,000,000.00

The amount of additional capital contribution anticipated to be contributed by each Limited Partner is as follows:

-0-

FURTHER, AFFIANT SAYETH NAUGHT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER: K

CASSIS HOLDINGS, LTD.

BY:

JOSEPH SABGA, President

The foregoing Affidavit was subscribed and acknowledged, before me by JOSEPH SABGA, who is personally known to me or who has produced Drivers Livense as identification and who did take an eath, on this 20th day of Movee , 1996.

Notary Public, State of Florida OFFICIAL NOTARY SEAL

DEBRA'S CALIFANO NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC429013

MY COMMISSION EXP. DEC. 27,1998

My Commission Expires: