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TALLAHASSEE, FL 32309-2007

800-342-8086



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PRESTIGE  
FINANCIAL SERVICES ACCOUNT NO. : 072100000012

REFERENCE : 025385 4302312

AUTHORIZATION :

COST LIMIT :

ORDER DATE : July 19, 1996

ORDER TIME : 2:04 PM

ORDER NO. : 025385

CUSTOMER NO: 4302312

CUSTOMER: Richard Madris, Esq  
STROOCK & STROOCK & LAVAN

7 Hanover Square

New York, NY 10004

DOMESTIC FILING

NAME:

KEMO SABE PARTNERS, L.P.  
A LIMITED PARTNERSHIP

EFFECTIVE DATE:

\_\_\_ ARTICLES OF INCORPORATION  
XX \_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF

\_\_\_ CERTIFIED COPY  
XX \_\_\_ PLAIN STAMPED COPY  
\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS: BK

Part 2  
of a  
1-2 filings

FILE

JUL 19

G. TAX  
FILING 1750.00  
R. AGENT FEE 35.00  
C. COPY  
TOTAL 1785.00  
N. BANK  
BALANCE  
REFUND

07/30/96-01107-017  
\*\*\*1785.00 \*\*\*1785.00

7/24/96  
7/19/96

CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
KEMO SAGE PARTNERS, L.P.,  
A LIMITED PARTNERSHIP

THE UNDERSIGNED general partner, desiring to form a limited partnership pursuant to Florida Revised Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states the following:

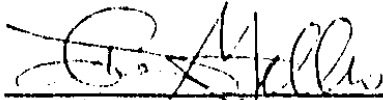
1. The name of the limited partnership is Kemo Sage Partners, L.P., A LIMITED PARTNERSHIP, a Florida Limited Partnership.
2. The address of the office of the Partnership is c/o Sage Investors, L.P., Two Gannett Drive, White Plains, New York 10604.
3. The name and address of the agent for service of process on the Partnership is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.
4. *pg 600061240* The name and business address of the general partner is Lone Ranger Corp., c/o Sage Investors, L.P., Two Gannett Drive, White Plains, New York 10604.
5. The mailing address of the Partnership is c/o Sage Investors, L.P., Two Gannett Drive, White Plains, New York 10604.
6. The latest date upon which the Partnership will dissolve is December 31, 2021.
7. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by the General Partner.

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 sole General Partner of the Partnership  
as of this 11<sup>th</sup> day of July , 1996.

GENERAL PARTNER:

LONE RANGER CORP.

By:   
Steven Gollos  
President

56 JUL 19 PM 4: 14  
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LONE RANGER CORP.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Kemo Saba Partners, L.P., A LIMITED PARTNERSHIP hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes § 607.0505.

Corporation Service Company

*Paul Phoebe*  
Gall Shelby \* As Agent \* 0

Dated: July 19, 1996

66 JUL 19 PM 4:14  
SECTION OF REGISTRATIONS  
BY 601 108 MO

AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
FOR FLORIDA LIMITED PARTNERSHIP

The undersigned sole general partner of Kemo Subo  
Partners, L.P., A LIMITED PARTNERSHIP certifies as follows:  
The amount of capital contributions to date of the limited  
partners is \$ 1,500.00. The total amount contributed and  
anticipated to be contributed by the limited partners at this  
time totals \$ 1,500.00.

Signed this 19th day of July, 1996.

Under penalties of perjury, the undersigned declares that it has  
read the foregoing and knows the contents thereof and that the  
facts stated herein are true and correct.

LONE RANGER CORP.

By: 

Steven Golles  
President

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JUL 19 1996  
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Document Number Only

CT CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32301 222-1092  
City State Zip Phone

CORPORATION(S) NAME

*Kenn Saba Partners, LP*

3000002265713-1  
-03713797--01054--022  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Profit  | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> NonProfit                                     |   |   |
| <input type="checkbox"/> Limited Liability Co.                         | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input type="checkbox"/> Foreign                                       |   |   |
| <input checked="" type="checkbox"/> Limited Partnership = Cancellation | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other ucc Filing   |
| <input type="checkbox"/> Reinstatement                                 | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.     |
|  |   | <input type="checkbox"/> Fic. Name          |
| <input type="checkbox"/> Certified Copy                                | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready                               | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In                            |   | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out                                      |   |   |

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THANKS, MELANIE

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97 AUG 11 PM 12:03

8-11-97  
92.42  
51.47  
TOTAL  
N. BANK  
BALANCE DUE  
CASH

**CERTIFICATE OF CANCELLATION**

**OF**

**KEMO SABE PARTNERS, L.P.**  
**a Florida Limited Partnership**

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CLERK OF THE  
SUPREME COURT  
STATE OF FLORIDA

Pursuant to the provisions of Section 620.113, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on July 19, 1996, hereby submits this certificate of cancellation.

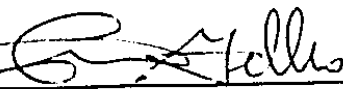
**FIRST: Reason for cancellation:**

To dissolve the partnership.

**SECOND:** This Certificate of Cancellation shall be effective at the time of its filing with the Florida Department of State.

IN WITNESS WHEREOF, this Certificate of Cancellation has been executed by the sole general partner of the partnership as of the 23 day of July, 1997.

**LONE RANGER CORP.,**  
**Sole General Partner**

By:   
**Steven Gelles**  
**President**