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FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: JOHNNY C RODRIGUEZ *Kara*

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: H.F. MALLS INVESTMENT, LTD.

AUDIT NUMBER.....H97000018691

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..1

PAGES..... 5

CERT. COPIES.....0

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
H.F. MALLS INVESTMENT, LTD.**

This Certificate of Limited Partnership is prepared and recorded pursuant to Chapter 620, Florida Statutes, and the undersigned swears to the following:

1. The name of the Partnership is H.F. MALLS INVESTMENT, LTD.
2. The character of the business is to acquire, own, hold, sell and transfer business interests in (a) other limited partnerships, (b) general partnerships, (c) corporations, (d) limited liability companies, (e) other legal entities and (f) real and personal property. The Partnership may do any and all acts deemed appropriate or necessary by the General Partner in furtherance of the Partnership's purpose and business, including borrowing money, mortgaging and pledging its assets and selling any of its assets.
3. The address of the office of the Partnership is c/o Dieter A. Thiemann, 11380 Prosperity Farms Road, #217, Palm Beach Gardens, Florida 33410.
4. The mailing address of the Partnership is c/o Dieter A. Thiemann, 11380 Prosperity Farms Road, #217, Palm Beach Gardens, Florida 33410.
5. The mailing address of the sole General Partner is:

NameAddress

H.F. Malls Investment
Corporation

c/o Dieter A. Thiemann
11380 Prosperity Farms Road
#217
Palm Beach Gardens, FL 33410

897-95772

6. The term for which the Partnership is to exist shall commence on the date hereof and shall continue until forty (40) years thereafter, unless earlier terminated by disposition of all of the interests in properties which the Partnership has acquired, or the dissolution or termination of the Partnership.

Dean Vegosen | FL Bar Member 121397
Lewis, Vegosen, Rosenbach & Silber, P.A.
500 South Australian Avenue, 10th Floor
West Palm Beach FL 33401
561-659-3300

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7. The Agent for Services of process of the Partnership is Dieter Thiemann, an individual and resident of the State of Florida, whose address is 11380 Prosperity Farms Rd., Palm Beach Gardens, FL 33410.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 6TH day of November, 1997.

H.F. MALLS INVESTMENT CORPORATION,
General Partner

By: Dieter A. Thiemann
Dieter A. Thiemann,
Vice President

STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared Dieter A. Thiemann as Vice President of H.F. Malls Investment Corporation, personally known to me to be the individual named in the foregoing instrument, and he acknowledged to and before me that he executed the same as such Vice President of H.F. Malls Investment Corporation, duly authorized, and affixed thereto the corporate seal, for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid, this 6 day of November, 1997.

Dean Vegosen
Printed Name: Dean Vegosen
Notary Public
Commission No. _____

My commission expires:

K:\P5000\5640\0002\HFMALLS.CEX



DEAN VEGOSEN
My Comm Exp. 6/06/00
Bonded By Service Inc
No. CC551577

[[Personality]] [[00000000]]

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Before me, a Notary Public authorized to take acknowledgements in the State and County aforesaid, appeared DIETER A. THIEMANN, the Vice President of H.F. MALLS INVESTMENT CORPORATION, the sole General Partner of H.F. MALLS INVESTMENT, LTD., a Florida limited partnership ("the Partnership"), who, upon being duly sworn, certified and stated as follows:

1. The amount of capital contribution made by the Limited Partner is \$990.00.
2. The maximum amount of additional capital contributions that will be anticipated to be contributed by the Limited Partners in addition to the amount stated above is: \$0.00.
3. The amount of initial capital being contributed by the General Partner is \$10.00.
4. Under penalties of perjury, the undersigned acknowledges that he has read the foregoing and that the facts alleged are true to the best of his knowledge and belief.

IN WITNESS WHEREOF, the undersigned has executed this Affidavit the 6TH day of November, 1997.

Dieter A. Thiemann
Dieter A. Thiemann

Sworn to and subscribed before me this 6 day of NOVEMBER, 1997 by Dieter A. Thiemann who is personally known to me or who produced as identification

Dean Vegosen
Dean Vegosen (printed name)
Notary Public, State of Florida
Commission No. _____

My Commission Expires:

K:\F3007\4640\G007\HFMALLS.AFF



DEAN VEGOSEN
My Comm. Exp. 8/28/00
Bonded By Service Inc.
No. 00644577
(1) Notary Public (2) Notary Public

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for H.F. MALLS INVESTMENT, 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 the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of Registered Agent.


DIETER A. THIEMANN

DATE: Nov. 6, 1997

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