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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 643025 4306827

AUTHORIZATION :

*Patricia Pujols*

COST LIMIT : \$ 140.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 DEC 19 PM 3:02

FILED

ORDER DATE : December 19, 1997

ORDER TIME : 11:27 AM

CM

ORDER NO. : 643025-005

CUSTOMER NO: 4306827

000002377700--6

CUSTOMER: Ms. Judy Hoodiman  
ABRAMS ANTON ROBBINS RESNICK &  
SCHNEIDER  
2021 Tyler Street

Hollywood, FL 33022

DOMESTIC FILING

NAME: OUIPOQUE, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS: \_\_\_\_\_

DIVISION OF CORPORATION

97 DEC 19 PM 1:27

RECEIVED

**CERTIFICATE OF LIMITED PARTNERSHIP**  
**OF**  
**OUIPOQUE, 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 OUIPOQUE, LTD.
2. The mailing address of the partnership is 600 Corporate Drive, Suite 512, Fort Lauderdale, Florida, 33334.
3. The address of the office of the partnership is c/o JAMES & COMPANY AT WEPOC , INC., att: James F. Antonucci, 600 Corporate Drive, Suite 512, Fort Lauderdale, Florida, 33334.
4. The name and address of the agent for service of process on the partnership is DAVID WEISMAN, c/o Abrams Anton P.A., 2021 Tyler Street, Hollywood, Florida, 33020.
5. The name and business address of the General Partner and the mailing address of the partnership are c/o JAMES & COMPANY AT WEPOC, INC., c/o James F. Antonucci, 600 Corporate Drive, Suite 512, Fort Lauderdale, Florida, 33334.
6. The latest date upon which the partnership shall dissolve is December 31, 2046.
7. 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.

8. All annual net 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.

9. There is no priority of any one (1) Limited Partner over another with respect to the compensation by way of income.

10. 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 of OUIPOQUE, LTD. this December 18, 1997.

Witnesses:

GENERAL PARTNER:

**JAMES & COMPANY AT WEPOC, INC.,  
a Florida corporation**

By: 

JAMES F. ANTONUCCI, President

Having been named as registered agent for OUIPOQUE, 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 agent.

REGISTERED AGENT:

  
DAVID WEISMAN

**AFFIDAVIT OF CAPITAL CONTRIBUTION**

STATE OF FLORIDA       )  
                                      ) SS  
COUNTY OF BROWARD    )

BEFORE ME, the undersigned, personally appeared JAMES F. ANTONUCCI, as President of **JAMES & COMPANY AT WEPOC, INC.**, General Partner of OUIPOQUE, LTD., a 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:

\$1,000.00

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

\$ - 0 -

FURTHER, AFFIANT SAYETH NAUGHT.

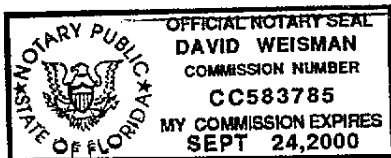
Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER:

**JAMES & COMPANY AT WEPOC,  
INC., a Florida corporation**

By: [Signature]  
JAMES F. ANTONUCCI  
President

The foregoing Affidavit was subscribed and acknowledged before me by JAMES F. ANTONUCCI, as President of JAMES & COMPANY AT WEPOC, INC., a Florida corporation, who is personally known to me and who did take an oath, on December 18, 1997.



[Signature]  
Notary Public, State of Florida

Printed Name of Notary

My Commission Expires: