

SENT BY: RUDEN MCCLOSKEY

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FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL,
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NAME: UNIQUE TBA, LTD.

AUDIT NUMBER.....H97000021256

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS...0

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
UNIQUE TBA, LTD.**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership ("Partnership") is Unique TBA, Ltd.
2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (the "Act") is 490 East Palmetto Park Road, Suite 110, Boca Raton, Florida, 33432.
3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is Dennis Max, 490 East Palmetto Park Road, Suite 110, Boca Raton, Florida, 33432.
4. The name and business address of each General Partner of the Partnership is as follows:

GENERAL PARTNER

Unique TBA, Inc.

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BUSINESS ADDRESS

490 East Palmetto Park Road,
Suite 110
Boca Raton, Florida 33432

Prepared by: Michael H. Krul, Esq., FL Bar #0196954
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

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5. A mailing address for the Partnership is as follows:

Unique TBA, Ltd.
490 East Palmetto Park Road
Suite 110
Boca Raton, Florida 33432

6. The latest date upon which the Partnership is to dissolve is December 31, 2027, unless terminated sooner in accordance with the provisions of the Limited Partnership Agreement.

7. An affidavit as to capital contributions of the limited partners is submitted herewith and hereby incorporated herein by reference.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal to this Certificate
this 29th day of December, 1997.

GENERAL PARTNER:

UNIQUE TBA, INC.

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By: 

Dennis Max, President

Prepared by: Michael H. Krul, Esq., FL Bar #0196954
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Fort Lauderdale, Florida 33301
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ACCEPTANCE OF APPOINTMENT

AS REGISTERED AGENT

THE UNDERSIGNED, named as the agent for service of process in paragraph three of the Certificate of Limited Partnership of Unique TBA, Ltd., hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act.

DATED this 29th day of December, 1997.


Dennis Max, Registered Agent

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**AFFIDAVIT DECLARING AMOUNT OF
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF
UNIQUE TBA, LTD.**

The undersigned, constituting the sole General Partner of Unique TBA, Ltd., (the "Partnership"), a Florida limited partnership, certifies as follows:

Upon the formation of the Partnership, the limited partners' contributions of cash and property to the Partnership have a value of \$100.00. No additional capital contribution is anticipated to be made by the limited partners.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

FURTHER AFFIANT SAYETH NOT.

Under the 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.

**UNIQUE TBA, INC.,
a General Partner**

By: _____

Dennis Max, President

Prepared by: Michael H. Krul, Esq., FL Bar #0196954
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