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**CERTIFICATE OF LIMITED PARTNERSHIP OF
ACQUISITION GROUP, 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 **ACQUISITION GROUP, LTD.**
2. The address of the office of the Partnership is: **8960 S. Hollybrook Blvd. Suite 303, Pembroke Pines, FL 33025.**
3. The name and address of the agent for service of process on the Partnership is **Bernard A. Singer, Esquire, 4925-A Sheridan Street, Hollywood, Florida 33021.**
4. The name and business address of the sole General Partner is as follows: **ACQUISITION GROUP MANAGEMENT, INC., 8960 S. Hollybrook Blvd. Suite 303, Pembroke Pines, FL 33025.** *P 98000000 314*
5. The mailing address of the Partnership is **c/o Mr. Emanuel Benjamin, 8960 S. Hollybrook Blvd., Suite 303, Pembroke Pines, FL 33025.**
6. The latest date upon which the Partnership shall dissolve is **December 31, 2050.**

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 ACQUISITION GROUP, LTD. this 1 day of January, 1998.

Witnesses:

[Signature]
Bernard A. Singer
 Printed name of witness

[Signature]
Karen Singer
 Printed name of witness

GENERAL PARTNER:
 ACQUISITION GROUP MANAGEMENT, INC., a
 Florida corporation

BY: *[Signature]*
EMANUEL BENJAMIN, President

FILED

89 JAN - 5 PM '98
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

01/05/98 14:35 FAX 954 985 0941

LAW OFFICES

03

Fax Audit# H98000000125

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for ACQUISITION GROUP, 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:



BERNARD A. SINGER, ESQUIRE

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98 JAN -5 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA)
 COUNTY OF BROWARD)

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned personally appeared EMANUEL BENJAMIN, President of ACQUISITION GROUP MANAGEMENT, INC., the General Partner of ACQUISITION GROUP, LTD., a Florida Limited Partnership, hereinafter referred to as the "Partnership", who upon being duly sworn, certified as follows:

1. The aggregate amount of capital contributions to the Partnership to be made by the Limited Partners is Seven Thousand (\$7,000) Dollars.
2. There are no additional capital contributions anticipated to be made by the Limited Partners.

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:
 ACQUISITION GROUP MANAGEMENT,
 INC., a Florida corporation

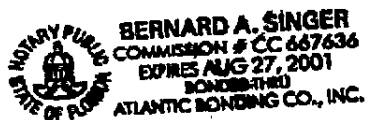
Date: January 5, 1998

BY: Emmanuel Benjamin
 EMANUEL BENJAMIN, President

STATE OF FLORIDA)
 COUNTY OF BROWARD)

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared EMANUEL BENJAMIN who is personally known to me or who has produced _____ as identification, who did not take an oath, and who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as the President of ACQUISITION GROUP MANAGEMENT, INC., a Florida corporation, the sole General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 5 day of January, 1998.



Signature of Notary Public, State of Florida

Printed Name of Notary Public

Title or rank Serial Number, if any