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FROM: GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH)

ACCT#:

076117000420

CONTACT: ROSE CARBONE

PHONE: (561)650-0726

FAX #: (561)655-5677

NAME: RETALS, LTD.

AUDIT NUMBER.....H98000000312

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0 PAGES..... 4

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\$30,000,000.00

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**CERTIFICATE OF LIMITED PARTNERSHIP OF
RETALS, LTD.
a Florida limited partnership**

The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620.108, Florida Statutes, hereby certifies the following:

1. Name of Partnership. The name of the Partnership is as follows:

Retals, Ltd.

2. Address of Record Keeping Office. The address of the record keeping office of the Partnership in the State of Florida is as follows:

777 S. Flagler Drive, Suite 500E
West Palm Beach, Florida 33401

3. Registered Office and Agent. The name and address of the agent for service of process on the Partnership is as follows:

Valdes-Fauli Corporate Services, Inc.
777 S. Flagler Drive, Suite 500E
West Palm Beach, Florida 33401

4. Name and Business Address of General Partner. The name and business address of the general partner is as follows:

Retals, Inc.
44 Cocoanut Row, #B-107
Palm Beach, Florida 33480

5. Mailing Address. The mailing address of the Partnership is as follows:

44 Cocoanut Row, #B-107
Palm Beach, Florida 33480

Stephen G. Vogelsang, Esq.
FL BAR # 0614424
Gunster, Yoakley, Valdes-Fauli
& Stewart, P.A.
777 S. Flagler Dr., Suite 500E
West Palm Beach, FL 33401
(561) 655-1980

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6. Latest Date Upon Which Partnership Is To Dissolve. The latest date upon which the Partnership is to dissolve is December 31, 2048.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by Alvin J. Slater, President of Retals, Inc., this 7th day of January, 1998.

Retals, Inc., a Florida corporation,
general partner of Retals, Ltd., a Florida
limited partnership

By: 
Alvin J. Slater
Its: President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Retals, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Partnership and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

VALDES-FAULI CORPORATE
SERVICES, INC.

By: 
Michael V. Mitrione, Vice President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the Undersigned, personally appeared Alvin J. Slater, President Retals, Inc., a Florida corporation, general partner of Retals, Ltd., a Florida limited Partnership (the "Partnership"), who certifies as follows:

1. The total amount of capital contributions of the limited partners to the Partnership is \$30,000,000
2. The limited partners do not anticipate making additional capital contributions.

This 7th day of January, 1998.

FURTHER AFFIANT SAYETH NOT.

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

Retals, Inc., a Florida Corporation, general partner of Retals, Ltd., a Florida limited partnership

By: Alvin J. Slater
Alvin J. Slater
Its: President

STATE OF FLORIDA)
)ss.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 7th day of January, 1998, by Alvin J. Slater, President of Retals, Inc., a Florida corporation, general partner of Retals, Ltd., a Florida limited partnership. The above-named individual [X] is personally known to me, or [] has produced the following identification _____ which is current or has been issued within the past five years and bears a serial or other identifying number and did [did not] take an oath.

Rose Carbone
Print Name: Rose Carbone
NOTARY PUBLIC
Commission Number: _____

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