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FLORIDA DIVISION OF CORPORATIONS

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DIVISION OF CORPORATIONS

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FROM: TRIPP, SCOTT, CONKLIN & SMITH

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ACCT#:

CONTACT: MIKE GIEHL

PHONE: (954)525-7500

FAX #:

(954)761-8475

NAME: THIRD AND NINTH, LTD.

AUDIT NUMBER..... H98000001640

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS...0

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CERTIFICATE OF LIMITED PARTNERSHIP OF THIRD AND NINTH, 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: Third and Ninth, 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 (1986) (the "Act") is: 888 S.E. 3rd Avenue, Suite 201, Fort Lauderdale, Florida 33316.
- 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: Peter G. Herman, 888 S.E. 3rd Avenue, Suite 201, Fort Lauderdale, Florida 33316.
 - 4. The name and business address of the General Partner of the Partnership is as follows:

Third and Ninth General Partner, L.C.

888 S.E. 3rd Avenue, Suite 201

Fort Lauderdale, Florida 33316

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

888 S.E. 3rd Avenue, Suite 201 Fort Lauderdale, Florida 33316

6. The latest date upon which the Partnership is to dissolve is January 1, 2037, unless otherwis continued in accordance with the terms of an Amendment to this Certificate of Limited Partnership.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal to this Certificate this 5th day of January, 1998.

GENERAL PARTNER:

Peter G. Herman, Manager

Third and Ninth General Partner, L.C.

H98000001640

Prepared By:

Matthew Zifrony. Esq. Har No. 0885487 Tripp. Scott, Conklin & Smith P.O. Box 14245 Ft. Lauderdale, Fl 33302 (954)525-7500

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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 Third and Ninth, 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 (1986).

Peter G. Herman

SECRETARY OF STATE DIVISION OF CORPORATIONS

H98000001640

AFFIDAVIT DECLARING AMOUNT OF CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF THIRD AND NINTH, LTD.

BEFORE ME, the undersigned President of the sole General Partner of Third and Ninth, Ltd., a Florida limited partnership ("Partnership"), certify as follows:

The limited partners' contributions to the Partnership total \$1,100,000.00 at this time and it is anticipated that future contributions of limited partners is \$4,814,650.00.

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.

	Peter G. Herman, Manager Third and Ninth General Partner, L.C., General Partner	98 JAN 26	SECRETAR DIVISION OF C
STATE OF FLORIDA)	SS.:	P#	
COUNTY OF BROWARD)	331	ယ္	
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The foregoing instrument was acknowledged before me this 6th day of January, 1997, by Peter G.

Herman, who is personally known to me or who has produced ______asidentification.

Notary Public

My Commission Expires:

