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FROM: STROOCK & STROOCK & LAVAN
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NAME: ADZIN, LTD.

AUDIT NUMBER.....H98000005463

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 3

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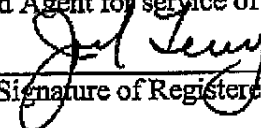
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CERTIFICATE OF LIMITED PARTNERSHIP
OF
ADZIN, LTD.

THE UNDERSIGNED, the general partner of ADZIN, Ltd. (the "Partnership"), does hereby certify as follows for the purpose of forming a limited partnership pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act:

1. The name of the Partnership is "ADZIN, Ltd."
2. The business address and the mailing address of the Partnership is 1400 N.W. 107th Avenue, Miami, Florida 33172-2704.
3. The name of the Registered Agent for service of process is Joel Levy.

(Signature of Registered Agent)
4. The address for the Registered Agent is 1400 N.W. 107th Avenue, Miami, Florida 33172-2704.
5. The latest date upon which the Partnership is to be dissolved is December 31, 2050.
6. The name and business address of the general partner of the Partnership is ADZIN, Inc., a Florida corporation with offices at 1400 N.W. 107th Avenue, Miami, Florida 33172-2704.

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Signed this 16th day of March, 1998.

GENERAL PARTNER:

ADZIN, Inc.,
a Florida corporation

By: 
Michael M. Adler, President

PREPARED BY:
Marina Kievsky, Esq.
Florida Bar No. 0091456
STROOCK & STROOCK & LAVAN LLP
3300 First Union Financial Center
Miami, Florida 33131-2385
(305) 358-9900

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME appeared the undersigned, being the President of ADZIN, Inc., a Florida corporation that is the sole general partner of ADZIN, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership", who upon being sworn, certified that the value of the property and the amount of capital contributions anticipated to be contributed by the limited partners of the Partnership is \$1,500.

Dated: March 16, 1998

FURTHER AFFLIANT SAYETH NOT.

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:

ADZIN, Inc., a Florida corporation

By: 
Michael M. Adler, President

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PREPARED BY:
Marina Kievsky, Esq.
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STATE OF FLORIDA

COUNTY OF DADE

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 Michael M. Adler, who is known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, or who presented _____ as identification, and he acknowledged to me and before me that he executed this Affidavit as President of ADZIN, Inc. and that said corporation is the 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 16th day of March, 1998.

(SEAL)

Carol A. Nazarkewich

Notary Public, State of Florida

My commission expires: 04/06/99

OFFICIAL NOTARY SEAL
CAROL A NAZARKEWICH
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC451424
MY COMMISSION EXP. APR. 6, 1999

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PREPARED BY:
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