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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: LUIS URLARTE
PHONE: (305)672-0686

ACCT#: 110432003053

FAX #: (305)672-9110

NAME: ~~45TH STREET, LTD.~~

AUDIT NUMBER.....H98000006454

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..1

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 3, 1998

RICHARD B. COMITER
AUGUST, COMITER & KULUNAS, P.A.
250 AUSTRALIAN AVENUE, STE. 1100
WEST PALM BEACH, FL 33401

SUBJECT: 45TH STREET, LTD.
REF: W98000007462

We have received your document for 45TH STREET, LTD. and your check(s) totaling \$1793.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Kenny Manning
Corporate Specialist

FAX Aud. #: E98000006454
Letter Number: 898AC0017869

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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CERTIFICATE OF LIMITED PARTNERSHIP

1. The name of the Limited Partnership is
45th Office Partners, Ltd.
2. The business address of the Limited Partnership is:
2442 Metrocentre Boulevard
West Palm Beach FL 33407
3. The name and Florida street address of the registered agent for service of process
of the Limited Partnership is:
N.E.Q., Inc.
2442 Metrocentre Boulevard
West Palm Beach FL 33407
4. The mailing address of the Limited Partnership is:
2442 Metrocentre Boulevard
West Palm Beach FL 33407
5. The latest date upon which the Limited Partnership is to be dissolved is December
31, 2018 unless the Limited Partnership is continued by the consent of all partners.
6. The name and address of the general partner of the Limited Partnership is:
N.E.Q., Inc. - **P98-29078**
2442 Metrocentre Boulevard
West Palm Beach FL 33407

Signed on April 3, 1998 by the undersigned representative of each general partner.



N.E.Q., INC.
Thomas Gibson President
by L.A. Uriarte as attorney-in-fact

Richard B. Comiter | FL Bar Member 330027
August Comiter & Kulunas, P.A.
250 Australian Avenue, Suite 1100
West Palm Beach FL 33401
561-835-9600

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting all of the general partners of 45th Office Partners, Ltd., a Florida Limited Partnership, certify:

The amount of the capital contributions to date of the limited partners is \$1,500,000.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,500,000.

Under the penalties of perjury, I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct to the best of my knowledge.



N.E.Q., INC.

Thomas Gibson President
by L.A. Uriarte as attorney-in-fact

Date: April 3, 1998

Richard B. Comiter | FL Bar Member 330027
August Comiter & Kulunas, P.A.
250 Australian Avenue, Suite 1100
West Palm Beach FL 33401
561-835-9600

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE****CORPORATION:**

45th Office Partners, Ltd.

REGISTERED AGENT/OFFICE:

N.E.Q., Inc.

2442 Metrocentre Boulevard
West Palm Beach FL 33407

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



N.E.Q., INC.

Thomas Gibson, President

by L.A. Uriarte as attorney-in-fact

Date: April 3, 1998

Richard B. Comiter | FL Bar Member 330027
August Comiter & Kulunas, P.A.
250 Australian Avenue, Suite 1100
West Palm Beach FL 33401
561-835-9600

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