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THOMSON MURARO

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5/27/98

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
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((H98000009848 6))

TO: DIVISION OF CORPORATIONS

➔ FAX #: (850) 922-4000

FROM: THOMSON MURARO RAZOOK & HUNT, P.A.  
CONTACT: ANA COZ  
PHONE: (305) 350-7200

ACCT#: 102556003002

FAX #: (305) 374-1005

NAME: DBM HOLDINGS, LTD.

AUDIT NUMBER.....H98000009848

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS...1

PAGES..... 3

CERT. COPIES.....1

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5376.003  
4 Pages

Audit Fax No. 498000009848

CERTIFICATE OF LIMITED PARTNERSHIP  
OF DBM HOLDINGS, LTD.  
a Florida limited partnership

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states:

1. The name of the Partnership is DBM Holdings, Ltd.
2. The address of the office of the Partnership is Continental Plaza, 3250 Mary Street, Suite 401, Coconut Grove, Florida 33133.
3. The name and address of the agent for service of process on the Partnership is DBM Assets Company, Continental Plaza, 3250 Mary Street, Suite 401, Coconut Grove, Florida 33133.
4. The name and business address of the general partner is DBM Assets Company, a Florida corporation, Continental Plaza, 3250 Mary Street, Suite 401, Coconut Grove, Florida 33133.
5. The mailing address of the Partnership is Continental Plaza, 3250 Mary Street, Suite 401, Coconut Grove, Florida 33133.
6. The Partnership shall have a term of approximately 100 years ending December 31, 2098.

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 and correct.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner on behalf of DBM Holdings, Ltd., a Florida limited partnership, on this 27th day of May, 1998.

DBM HOLDINGS, LTD.

By: DBM Assets Company, General Partner

By:   
Brian A. McLaughlin, President

PREPARED BY:

Richard J. Razook  
Florida Bar No. 207470  
Thomson Muraro Razook & Hart, P.A.  
One Southeast Third Avenue, 17th Floor  
Miami, Florida 33131  
(305) 350-7200  
Audit Fax No. 498000009848

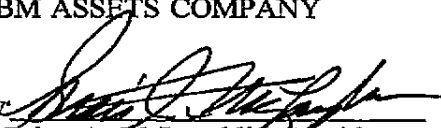
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## ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, having been named as statutory registered agent for DBM Holdings, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, hereby agrees to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

DBM ASSETS COMPANY

May 27, 1998By   
Brian A. McLaughlin, President98 MAY 27 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Audit Fax No. H9800000 9848

Audit Fax No. H9800000 9848AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF MIAMI-DADE            )

BEFORE ME, the undersigned authority, personally appeared Brian A. McLaughlin, President of DBM Assets Company, Florida corporation, the general partner of DBM Holdings, Ltd., a Florida limited partnership (the "Partnership"), who, upon being duly sworn, deposes and says:

The amount of capital contributions to the Partnership made and anticipated to be made by the limited partners is, in the aggregate, \$1,000.

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.

Date: May 27, 1998.

DBM HOLDINGS, LTD.

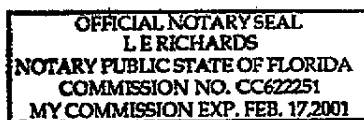
By: DBM Assets Company, General

Partner

By: *Brian A. McLaughlin*  
Brian A. McLaughlin,  
President

SWORN TO AND SUBSCRIBED before me this 27<sup>th</sup> day of May, 1998 by Brian A. McLaughlin, President of DBM Assets Company, a Florida corporation, general partner of DBM Holdings, Ltd., a Florida limited partnership, on behalf of the partnership. He is personally known to me.

My commission expires:



*L E Richards*  
Notary Public - State of Florida

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