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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: MURAI, WALD, BIONDO, MORENO, P.A.

ACCT#: 076150002103

CONTACT: JULIE RUFF

PHONE: (305)358-5900

FAX #: (305)358-4842

NAME: GREY, LTD.

AUDIT NUMBER.....H98000011738

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

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TALLAHASSEE, FLORIDA

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MURAI WALD BIONDO & MORENO

PROFESSIONAL ASSOCIATION
ATTORNEYS

900 INGRAHAM BUILDING
25 SOUTHEAST 2ND AVENUE
MIAMI, FLORIDA 33131

TEL: (305) 358-5900
FAX: (305) 358-9490
E-MAIL: MWBM@GATE.NET

June 25, 1998

Secretary of State
Division of Corporations

Electronic Filing Section

VIA TELEFAX
850-922-4000

Re: GREV, LTD.
Fax Audit # H98000011738

Dear Sir/Madam:

Attached for electronic filing with the Secretary of State is Certificate of Limited Partnership for GREV, Ltd. (the "Partnership").

The purpose of this letter is to advise that GREV, Inc. is the General Partner of the Partnership, which Articles of Incorporation were filed on June 24, 1998 and assigned article number P98000056616. Therefore, there should not be a conflict as to the name of the Partnership not being available for creation of the Partnership as GREV, Inc. and the Partnership are related entities.

Should you have any questions, please do not hesitate to call.

Sincerely,

Gerald J. Biondo
Gerald J. Biondo

GJB:afd
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Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fax Audit # H98000011738

THIS INSTRUMENT PREPARED BY:
Gerald J. Biondo, Esq.
FL Bar #: 154713
Murai Wald Biondo & Moreno P.A.
25 Southeast Second Avenue, Suite 900
Miami, Florida 33131
(305) 358-5900

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP
OF
GREV, LTD.

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, certify as follows:

1. The name of the Partnership is GREV, LTD.
2. The purpose of the Partnership is to acquire and manage real and personal property.
3. The principal place of business and mailing address of the Partnership is 1101 North Lake Destiny Drive, Suite 400, Maitland, Florida 32751.
4. The name and principal place of business of the General Partner is as follows:

General Partner: GREV, INC.
c/o Christopher DelGuidice
1101 N. Lake Destiny Drive
Suite 400
Maitland, Florida 32751

5. The term for which the Partnership is to exist is from the date the Certificate of Limited Partnership is issued from the Secretary of State, through December 31, 2050, unless sooner terminated.

6. The amount of property initially contributed by the Limited Partners is \$1,000.00.

7. The Limited Partners are not required to contribute any additional capital to the Partnership.

8. The name and address of the Registered Agent for service of process is:

Christopher DelGuidice
1101 N. Lake Destiny Drive
Suite 400
Maitland, Florida 32751

Fax Audit # H9800001178

Fax Audit # H98000011738

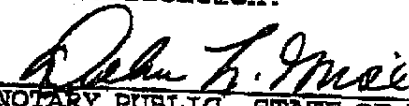
IN WITNESS WHEREOF, the undersigned, being duly sworn, have
certified, sworn to and agreed to the foregoing this 24 day of
June, 1998.

GENERAL PARTNER:

GREV, INC., a Florida
corporationBy: Christopher DelGuidice
President

STATE OF FLORIDA)
COUNTY OF ORANGE) : ss.

The foregoing instrument was acknowledged before me this
24 day of June, 1998 by CHRISTOPHER DELGUIDICE as
President of GREV, INC., the general partner of GREV, LTD., on
behalf of the partnership. He is personally known to me or has
produced _____ as identification.


NOTARY PUBLIC, STATE OF FLORIDA
Print name: Debra L. Grise
Commission No.: 00664707

My Commission expires: 7-16-2001

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TALLAHASSEE, FLORIDA

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CERTIFICATE OF REGISTERED AGENT
OF
GREV, LTD.

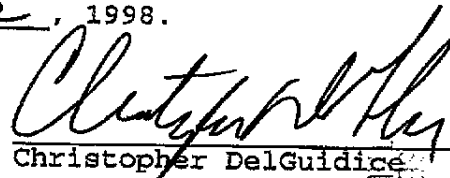
In pursuance of Chapter 620.105, Florida Statutes, the following is submitted, in compliance with said Act:

That GREV, LTD., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Certificate of Limited Partnership, at the City of Maitland, County of Orange, State of Florida, has named Christopher DelGuidice, 1101 North Lake Destiny Drive, Suite 400, Maitland, Florida 32751, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 24 day of June, 1998.


Christopher DelGuidice

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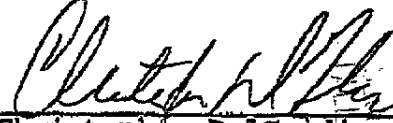
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TALLAHASSEE, FLORIDA

Fax Audit # H98000011738

AFFIDAVIT


BEFORE ME, the undersigned authority, personally appeared CHRISTOPHER DELGUIDICE who being duly sworn deposes and states as follows:

1. That he is the President of GREV, INC., the sole general partner in the partnership known as GREV, LTD.
2. That the amount of capital contributions contributed by the limited partners is \$1,000.00, which amount is the total amount anticipated to be contributed by the limited partners.
3. Further Affiant sayeth naught.


Christopher DelGuidice
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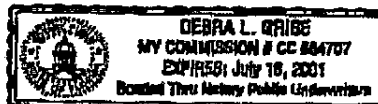
STATE OF FLORIDA)
COUNTY OF ORANGE) ss.

The foregoing instrument was acknowledged before me this 24 day of June, 1998 by CHRISTOPHER DELGUIDICE who is personally known to me or who has produced _____ as identification.


NOTARY PUBLIC, STATE OF FLORIDA
Print name: DEBRA L. GRISE
Commission No.: CE666707

My Commission expires: 7-16-2001

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