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September 10, 1998

VIA FEDERAL EXPRESS

Florida Department of State Limited Partnership Section 409 East Gaines Street Tallahassee, Florida 32399

Re: Belleforte Partners, Ltd.

Dear Sir or Madam:

Enclosed for filing please find, in duplicate original, a Certificate of Painted Partnership, Acceptance of Designation as Registered Agent and Affidavit of Capital Contributions for Belleforte Partners, Ltd.

In addition, a check is enclosed in the amount of \$140.00 to cover Filing Fees, Registered Agent Designation and the cost for a Certified Copy.

Once these documents have been filed, please return the Certified Copy to the attention of the undersigned.

Should you have any questions or require any additional information, please do not hesitate to contact the me.

Very truly yours,

Patrice A. Hunter Corporate Paralegal

/pah Enclosure

BELLEFORTE PARTNERS, LTD.

CERTIFICATE OF LIMITED PARTNERSHIP

Pursuant to Section 620.108, Florida Statutes, the undersigned persons desiring to form a limited partnership, do hereby swear and affirm as follows:

- The name of the Limited Partnership is BELLEFORTE PARTNERS, LTD. 1.
- The office of the Limited Partnership is located at 3201 Griffin Road, Suite 2. 206, Ft. Lauderdale, FL 33312 and the name and address of the agent for service of process is Michael Oliver, 3201Griffin Road, Suite 206, Ft. Lauderdale, FL 33312.
 - 3. The name and business address of the General Partner is:

Quad Equities, Inc. 3201 Griffin Road, Suite 206 Ft. Lauderdale, FL 33312

196-99209

- The mailing address of the Limited Partnership is 3201 Griffin Road, Suite 206, Ft. Lauderdale, FL 33312.
- The latest date upon which the Limited Partnership is to dissolve is fourty (40) years from the date of the recording of this Certificate.

IN WITNESS WHEREOF, the parties have executed this Certificate as of . 1998.

QUAD EQUITIES, INC., General Partner

Michael Oliver, President

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of BELLEFORTE PARTNERS, LTD., as made in the foregoing Certificate of Limited Partnership.

QUAD EQUITIES, INC.

Date: 9/4/98

Michael Oliver Presiden

98 SEP II RM 4: 30
SECRETARY OF STATE

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Michael Oliver, President of Quad Equities, Inc., constituting all the General Partners of BELLEFORTE PARTNERS, LTD., a Florida limited Partnership, hereinafter referred to as the "Partnership", who, upon being sworn, certified as follows:

1	The amo	ount of	canital c	ontributions	of the l	imited	Partners	ie \$7	500 00

2. The anticipated amount with to be contributed is \$7,500.00.

FURTHER AFFIANT 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.

QUAD EQUITIES, INC., General Partner

98 SEP II PM 4: SECRETARY OF STA ALILAHASSEE, FLOF

STATE OF MURINA COUNTY OF MANAND

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 Oliver, President of Quad Equities, Inc., General Partner, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as President of the General Partner of said Limited Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 4 day of 1970 1670, 1998.

NOTARY PUBLIC

Print Name:

My Commission Expires:



Gerald W. Gritter MY COMMISSION # CC649994 EXPIRES May 22, 2001 BONDED THRU TROY FAIN INSURANCE, INC.