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Division of Corporations

FOWLER WHITE

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FLORIDA LIMITED PARTNERSHIP
ODP DALLAS LIMITED PARTNERSHIP

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CERTIFICATE OF LIMITED PARTNERSHIP

ODP DALLAS LIMITED PARTNERSHIP,
a Florida limited partnership

The undersigned, as Manager of Jappah Management, L.L.C., a Florida limited liability company, as General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states as follows:

1. The name of the Limited Partnership is: **ODP DALLAS LIMITED PARTNERSHIP.**
2. The address of the office of the Limited Partnership and the name and address of the agent for service of process (whose consent to appointment is set forth below) are as follows:

Address of the office of the Limited Partnership:

9000 S.W. 152nd Street, Suite 106
Miami, Florida 33157

Agent for service of process:

Donald E. Kubit, Esq.
100 S.E. 2nd Street, 17th Floor
Miami, Florida 33131

3. The name and business address of the General Partner is as follows:

Jappah Management, L.L.C.
9000 S.W. 152nd Street, Suite 106
Miami, Florida 33157

Donald E. Kubit, Esq.
Fowler, White, Burnett, Hurley,
Banick & Strickroot, P.A.
100 S.E. 2nd Street, 17th Floor
Miami, Florida 33131
Tel. 305-789-9200
Florida Bar No. 193056

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4. The mailing address of the Limited Partnership is as follows:

9000 S.W. 152nd Street, Suite 106
Miami, Florida 33157

5. The latest date upon which the Limited Partnership is to dissolve is December 31, 2048.

The execution of this Certificate by the General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by its General Partner this 14th day of December, 1998.

JAPPAH MANAGEMENT, L.L.C.
General Partner

By: 

Philipp J. Zahn, as Manager

FEDERAL REPUBLIC OF GERMANY)

CITY OF MUNICH)

I, the undersigned, an American Consul of the United States of America in the Federal Republic of Germany, hereby certify that PHILIPP J. ZAHN, whose name in his capacity as Manager of JAPPAH MANAGEMENT, L.L.C., a Florida limited liability company, as General Partner, is signed to the foregoing instrument acknowledged before me on this day that he, in his aforesaid capacity, executed the same voluntarily for the purposes therein expressed on this ____ day of _____, 1998.

Given under my hand and seal of office this ____ day of _____, A.D., 1998.

(Official Seal)

Consul of the United States of America

SEE ATTACHED

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Certificate of Acknowledgment of Execution of an Instrument

(Country) _____
FEDERAL REPUBLIC OF GERMANY
(Country and/or other political division)
LAND BAVARIA
CITY OF MUNICH SS
CONSULATE GENERAL OF THE UNITED STATES OF AMERICA
(Country and/or other political division)
(Name of foreign service office) _____
Glen Keiser
American Consul
I, _____
of the United States of America at Munich, Bavaria, Germany
duly commissioned and qualified, do hereby certify that on this 14th
day of December 1998 before me personally appeared PHILIPP JOHANNES ZAHN
(DATE)
WHO ACKNOWLEDGED HIMSELF TO BE MANAGER OF JAPPAH MANAGEMENT, L.L.C.

to me personally known, and known to me to be the individual—described in, whose
name is subscribed to, and who executed the annexed instrument, and being
informed by me of the contents of said instrument, he duly acknowledged to me
that he executed the same freely and voluntarily for the uses and purposes therein
mentioned.

[SEAL]

In witness whereof I have hereunto set my hand and
official seal the day and year last above written.

Glen Keiser
Glen Keiser
American Consul of the United States of America

NOTE.—Wherever practicable all signatures to a document should be included in one certificate.

U.S. Government Printing Office: 1987-181-247/80110

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ACCEPTANCE OF DESIGNATION
AS AGENT FOR SERVICE OF PROCESS

The undersigned, a Florida resident, hereby accepts the designation by the above named Limited Partnership as its Agent for Service of Process in accordance with Florida Statutes, Section 620.105, as of the 14th day of December, 1998.


Donald E. Kubitz

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CAPITAL CONTRIBUTIONS AFFIDAVIT

ODP DALLAS LIMITED PARTNERSHIP
a Florida limited partnership

FEDERAL REPUBLIC OF GERMANY
LAND BAVARIA
CONSUL GENERAL OF GERMANY)
CONSUL GENERAL OF THE)
UNITED STATES OF AMERICA

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I, the undersigned, PHILIPP J. ZAHN, as Manager of the JAPPAH MANAGEMENT, L.L.C., a Florida limited liability company, being the General Partner of the ODP DALLAS LIMITED PARTNERSHIP (the „Partnership“), hereby certify as follows:

1. The Partnership has not received any contributions from Limited Partners to date.
2. At this time it is anticipated that the Limited Partners will contribute, in the aggregate, contributions totalling \$ 1,089,992.

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.

ODP DALLAS LIMITED PARTNERSHIP

By: JAPPAH MANAGEMENT, L.L.C., as
General Partner

By: *Philipp J. Zahn*
Philipp J. Zahn, as Manager

I, the undersigned, an American Consul of the United States of America in the Federal Republic of Germany, hereby certify that PHILIPP J. ZAHN, whose name in this capacity as Manager of JAPPAH MANAGEMENT, L.L.C., a Florida limited liability company, being the General Partner of ODP DALLAS LIMITED PARTNERSHIP (the „Partnership“), is signed to the foregoing instrument before me on this day and that he, in his aforesaid capacity, executed the same voluntarily for the purpose therein expressed on this ____ day of _____, 1998.

Given under my hand and seal of office this ____ day of _____, A.D., 1998.

(Official Seal)

Consul of the United States of America

Subscribed and sworn to before me

this ____ day of DEC 14 1998

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Glen Kelsar
Glen Kelsar
American Consul