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Florida Department of State

Division of Corporations

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Account Name : BROAD AND CASSEL (BOCA RATON)

Account Number : 076376001555

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FLORIDA LIMITED PARTNERSHIP

DSW PARTNERS, LTD.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Status	0
Certified Copy	0
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF**

DSW PARTNERS, LTD.,
a Florida limited partnership

The undersigned general partner desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is DSW Partners, Ltd. (the "Partnership")
2. The address of the office of the Partnership is 2300 Glades Road, Suite 100E, Boca Raton, Florida 33431.
3. The name and address of the agent for service of process on the Partnership is DSW Equity Corp., 2300 Glades Road, Suite 100E, Boca Raton, Florida 33431.
4. The name and business address of each general partner is as follows:

DSW Equity Corp., 2300 Glades Road, Suite 100E
Boca Raton, Florida 33431
5. The mailing address of the Partnership is 2300 Glades Road, Suite 100E, Boca Raton, Florida 33431.
6. The latest date upon which the Partnership will dissolve is December 31, 2099.

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.

David J. Powers, Esq.
Florida Bar Number 867081
Broad and Cassel
7777 Glades Road, Suite 300
Boca Raton, Florida 33434
Telephone No.: (561) 483-7000
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This Certificate of Limited Partnership has been executed by the sole General Partner of DSW Partners, Ltd. this 3rd day of September, 1999.

GENERAL PARTNER:

DSW EQUITY CORP.,
a Florida corporation

By:

W. R. Greenfield
William R. Greenfield
President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for DSW Partners, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned corporation, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT

DSW Equity Corp.,
a Florida corporation

By: 

William R. Greenfield
President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting the sole general partner of DSW Partners, Ltd., a Florida limited partnership, certifies as follows:

The amount of capital contributions to date of the limited partners is \$100.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$7,500.

Executed this 3rd day of September, 1999.

FURTHER AFFIANT SAYETH NOT.

Under the 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.

GENERAL PARTNER:

DSW Equity Corp.,
a Florida corporation

By:



William R. Greenfield
President

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