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To: Division of Corporations
Fax Number : (850) 922-4003

From: Account Name : BROAD AND CASSEL (BOCA RATON)
Account Number : 076376001555
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Fax Number : (561) 483-7321

The SP is being filed today. Pls. wait for it to be filed. Thank you Julie

SEP 21 PM 1:15
TALLAHASSEE, FLORIDA

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FLORIDA LIMITED PARTNERSHIP

MCG CAPITAL PARTNERS, LTD.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$87.50

99 SEP 21 PM 1:30

mtm 9/21

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
MCG CAPITAL 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 state the following:

1. The name of the limited partnership is MCG Capital Partners, Ltd. (the "Partnership").

2. The address of the office of the Partnership is 7777 Glades Road, Suite 211, Boca Raton, Florida 33434.

3. The name and address of the agent for service of process on the Partnership is MCG Management, Inc., 7777 Glades Road, Suite 211, Boca Raton, Florida 33434.

4. The name and business address of each general partner is as follows:

MCG Management, Inc., 7777 Glades Road, Suite 211
Boca Raton, Florida 33434

999-83296

5. The mailing address of the Partnership is 7777 Glades Road, Suite 211, Boca Raton, Florida 33434.

6. The latest date upon which the Partnership will dissolve is December 31, 2007.

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
Fax Audit Number: H99000023561 6

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This Certificate of Limited Partnership has been executed by the sole General Partner of MCG Capital Partners, Ltd. this 17th day of September, 1999.

GENERAL PARTNER:

MCG Management, Inc.,
a Florida corporation

By: C. Lawrence Rutstein
C. Lawrence Rutstein
President

59 SEP 21 PM 1:30

SEP 21 1999
1:30 PM
BROAD AND CASSEL

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for MCG Capital 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

MCG Management, Inc.,
a Florida corporation

By: C. Lawrence Rutstein
C. Lawrence Rutstein
President

99 SEP 21 PM 1:30

DIRECTOR
OFFICE
FIDELITY
BOND

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting the sole general partner of MCG Capital Partners, Ltd., a Florida limited partnership, certify 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.

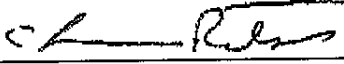
Executed this 17th day of September, 1999.

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:

MCG Management, Inc.,
a Florida corporation

By: 
C. Lawrence Rutstein
President

99 SEP 21
PM 1:30

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