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STEVEN A. SCIARRETTA, P.A.  
ATTORNEYS AT LAW

KAREN M. SCIARRETTA  
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LL.M. IN TAXATION

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Asset Protection  
Business and Taxation Planning  
Probate Administration  
Trusts and Estate Planning

NOVEMBER 1, 1999

TWO DAY UPS

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

400003032354--3  
-11/02/99-01063-003  
\*\*\*1793.75 \*\*\*1793.75

RE: GLOBAL DEALMAKER LP

Dear Sir/Madam:

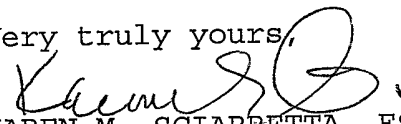
Enclosed please find a Certificate of Limited Partnership and an Affidavit of Capital Contributions regarding the above referenced Partnership.

As the total amount contributed and the anticipated amount to be contributed by the Limited Partners for this particular Partnership is in excess of two hundred and fifty thousand (\$250,000) dollars, the maximum fee of One Thousand Seven Hundred Fifty Dollars (\$1,750) has been included in the enclosed check as the filing fee for both the Certificate and Affidavit. In addition, an additional Thirty-Five Dollars (\$35.00) has been included for the designation of a Registered Agent and an additional Eight Dollars and Seventy-Five Cents (\$8.75) has been included for a Certificate. Therefore, please find enclosed our check in the amount of One Thousand Seven Hundred Ninety-Three Dollars and Seventy-Five Cents (\$1,793.75).

Please also be advised that I have enclosed by separate letter, the paperwork necessary to certify GLOBAL DEALMAKER LLC. Please note that this LLC is the General Partner of the Limited Partnership. As such, it is imperative that the LLC be certified before the Limited Partnership.

Should you have any further questions or comments as regards this matter, please do not hesitate to contact me.

Very truly yours,

  
KAREN M. SCIARRETTA, ESQ.  
KMS:mn:Enclosure

99 NOV 2 AM 11:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

mtu  
11/3

CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
GLOBAL DEALMAKER LP

1. GLOBAL DEALMAKER LP

(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")

2. 3652 S. Ocean Blvd., Highland Beach, FL 33487

(The Business Address of Limited Partnership)

3. Steven A. Sciarretta, Esq.

(Name of Registered Agent for Service of Process)

4. 2300 Glades Road, Suite 302E, Boca Raton, FL 33431

(Florida Street Address for Registered Agent)

5.

(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)

6. Set forth on line 2.

(The Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is *November 1st*, 2069.

FILED  
99 NOV -2 AM 11:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8. NAME OF GENERAL PARTNER(S)

SPECIFIC ADDRESS

GLOBAL DEALMAKER LLC

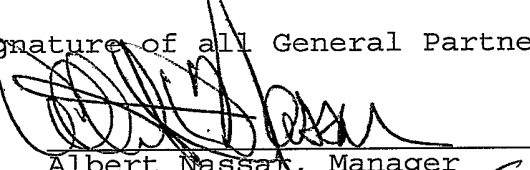
3652 S. Ocean Blvd.

Highland Beach, FL 33487

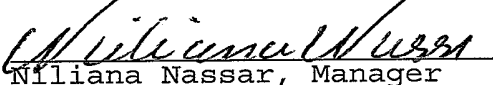
L99-7384

Signed this 1<sup>ST</sup> day of NOVEMBER, 1999.

Signature of all General Partners:



Albert Nassar, Manager  
GLOBAL DEALMAKER LLC



Niliana Nassar, Manager  
GLOBAL DEALMAKER LLC

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TALLAHASSEE, FLORIDA

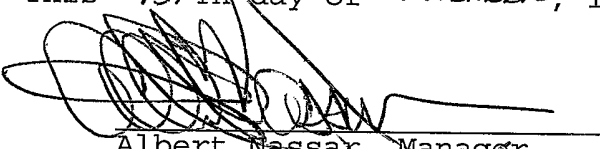
**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

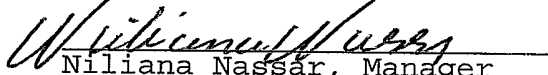
BEFORE ME, the undersigned constituting all of the General Partners of GLOBAL DEALMAKER LP, a Florida Limited Partnership, certify as follows:

The amount of capital contributions to date of the Limited Partners is \$0.00.

The total amount contributed and anticipated by the Limited Partners at this time totals \$ 1,000,000.00.

This 15TH day of NOVEMBER, 1999.

  
Albert Nassar, Manager  
GLOBAL DEALMAKER LLC

  
Niliana Nassar, Manager  
GLOBAL DEALMAKER LLC

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

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99 NOV -2 AM 11:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA