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FLORIDA LIMITED PARTNERSHIP

Woronoff Limited Partnership

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$1,846.25

A99-2266

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**CERTIFICATE OF LIMITED PARTNERSHIP OF
WORONOFF LIMITED PARTNERSHIP
A Florida Limited Partnership**

The undersigned general partners, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620.108, Florida Statutes, hereby certifies the following:

1. Name of Partnership. The name of the Partnership is as follows:

Woronoff Limited Partnership

2. Address of Record Keeping Office. The address of the record keeping office of the Partnership in the State of Florida is as follows:

620 Coconut Palm Road
Vero Beach, Florida 32963

3. Registered Office and Agent. The name and address of the agent for service of process on the Partnership are as follows:

Valdes-Fauli Corporate Services, Inc.
777 South Flagler Drive, Suite 500 East
West Palm Beach, Florida 33401

4. Name and Business Address of General Partner. The name and business address of the general partner are as follows:

Woronoff Management, Inc.
620 Coconut Palm Road
Vero Beach, Florida 32963

5. Mailing Address. The mailing address of the Partnership is as follows:

620 Coconut Palm Road
Vero Beach, Florida 32963

6. Latest Date Upon Which Partnership Is To Dissolve. The latest date upon which the Partnership is to dissolve is December 31, 2049.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 28 day of December 1999.

WORONOFF MANAGEMENT, INC.
General Partner

BY: Robert M. Woronoff
Robert M. Woronoff
President

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TALLAHASSEE, FLORIDA

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned, constituting all of the general partners of Woronoff Limited Partnership, certify:

1. The amount of capital contributions to date of the limited partners is \$0.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time total \$2,000,000.

Signed this 28th day of December 1999.

FURTHER AFFIANT SAITH NOT.

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

WORONOFF MANAGEMENT, INC.,
General Partner

BY: Robert M. Woronoff
Robert M. Woronoff
President

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TALLAHASSEE, FLORIDA

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process of the above stated limited partnership at the place designated in this certificate, Valdes-Fauli Corporate Services, Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. Valdes-Fauli Corporate Services, Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and Valdes-Fauli Corporate Services, Inc. is familiar with and accepts the obligations of its position as registered agent.

VALDES-FAULI CORPORATE SERVICES, INC.

BY:


Michael V. Mitrione
Vice President

12-29-99

Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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