

## CERTIFICATE OF LIMITED PARTNERSHIP

OF

AUGUSTA PARTNERS, L.P.

This Certificate of Limited Partnership of Augusta Partners, L.P. (the "Partnership") is being duly executed and filed by the undersigned general partner (the "General Partner") to form a limited partnership under the Delaware Revised Uniform Limited Partnership Act (6 Del. C. Section 17-101, et seq.).

1. The name of the limited partnership formed hereby is Augusta Partners, L.P.

2. The address of the Partnership's registered office in the state of Delaware is Corporation Service Company, 1013 Centre Road, Wilmington, Delaware 19805. The name of the Partnership's registered agent for service of process on the Partnership in the State of Delaware is Corporation Service Company, 1013 Centre Road, Wilmington, Delaware 19805.

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

Name	Address
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Augusta Management, L.L.C.	Oppenheimer Tower World Financial Center 200 Liberty Street, 33rd Floor New York, New York 10281

4. IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership of Augusta Partners, L.P., this 30th day of May, 1996.

AUGUSTA PARTNERS, L.P

By: Augusta Management, L.L.C.,  
General Partner

By: Oppenheimer & Co., Inc.  
Member

By: \_\_\_\_\_  
Name:  
Title: