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PROFESSIONAL LIMITED LIABILITY COMPANY

ATTORNEYS AT LAW

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3700 STATE STREET

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HOLLYWOOD, FLORIDA 33021

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125 WORTH AVENUE

PALM BEACH, FLORIDA 33480
TELEPHONE (561) 734-0440

PLEASE DIRECT ALL MAIL
TO HOLLYWOOD OFFICE

February 10, 2000

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

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-02/16/00--01083--003
***1837.50 ***1837.50

RE: Certificate of Limited
Partnership of
Murdock Enterprises
Limited Partnership

Dear Sir/Madam:

We have prepared and enclose herein the Certificate of Limited Partnership of Murdock Enterprises Limited Partnership. Please find a check in the amount of One Thousand Eight Hundred Thirty Seven Dollars and 50/100 (\$1,837.50) made payable to the Secretary of State representing your fee for filing the aforementioned.

Kindly file the enclosed and return a certified copy of said document to our Hollywood offices.

If you have any questions with regard to the enclosed, please do not hesitate to contact our offices.

Sincerely,

Rick Leone

RICK LEONE
Special Tax Counsel

A00-317

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
00 FEB 16 AM 10:23

RL:nh
Enclosures

Name Available	<i>2-23</i>
Document Exempt	<i>OR</i>
Updater	<i>OR</i>
Updater Verifier	<i>OR</i>
Acknowledgment	<i>OR</i>
W. P. Verifier	<i>OR</i>

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MURDOCK ENTERPRISES
LIMITED PARTNERSHIP**

THE UNDERSIGNED SUBSCRIBER to this Certificate of Limited Partnership, being a natural person, competent to contract pursuant to the provisions of Chapter 620, Florida Statutes, for the purpose of establishing a limited partnership, does hereby declare the following:

**ARTICLE I
NAME**

The name of this limited partnership is the **MURDOCK ENTERPRISES LIMITED PARTNERSHIP**.

**ARTICLE II
GENERAL PARTNER**

The general partner of the partnership, and its address, is as follows:

**MURDOCK ENTERPRISES, INC.
235 S. COUNTY ROAD
SUITE 211
PALM BEACH, FL 33480**

POO-10800

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 FEB 16 AM 10: 25

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**ARTICLE III
MAILING ADDRESS**

The principal office and mailing address of this limited partnership shall be **235 S. COUNTY ROAD, SUITE 211, PALM BEACH, FL 33480**.

**ARTICLE IV
DATE OF DISSOLUTION**

The latest date on which this limited partnership may be dissolved shall be **December 31, 2049**.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this limited partnership is **235 S. COUNTY ROAD, SUITE 211, PALM BEACH, FL 33480**, and the name of the initial registered agent of this limited partnership at that address is **NANCY MURDOCK**.

IN WITNESS WHEREOF, the undersigned Subscriber has executed this Certificate of Limited Partnership of the **MURDOCK ENTERPRISES LIMITED PARTNERSHIP** on the date shown below.

DATED: February 1, 2000.

MURDOCK ENTERPRISES, INC.
("General Partner")

Fredrick Z...
W. G. Kelly

By: Nancy Murdock
NANCY MURDOCK
President

FILED
00 FEB 16 AM 10: 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
AND FOR NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That the **MURDOCK ENTERPRISES LIMITED PARTNERSHIP** desiring to organize or qualify under the laws of the State of Florida, with its principal office and mailing address at **235 S. COUNTY ROAD, SUITE 211, PALM BEACH, FL 33480**, has named **NANCY MURDOCK**, whose address is the same, as its agent to accept service of process within the State of Florida.

**MURDOCK ENTERPRISES, INC.
("General Partner")**

By: *Nancy Murdock*
NANCY MURDOCK
President

DATED: February 1, 2000

HAVING BEEN NAMED to accept service of process for the above-stated limited partnership, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

Nancy Murdock
NANCY MURDOCK

DATED: February 1, 2000

FILED
00 FEB 16 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CAPITAL CONTRIBUTIONS AFFIDAVIT

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned individuals, **NANCY MURDOCK** and **LINTON MURDOCK**, personally appeared, and, after being first duly sworn, deposed and stated as follows:

- (1) That they are the sole limited partners (the "Limited Partners") of the **MURDOCK ENTERPRISES LIMITED PARTNERSHIP**.
- (2) That they have made initial contributions as limited partners in the aggregate amount of One Million Dollars (\$1,000,000).
- (3) That the total anticipated limited partners' contributions is One Million Dollars (\$1,000,000).

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00 FEB 16 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Nancy Murdock
NANCY MURDOCK
Limited Partner

Linton Murdock
LINTON MURDOCK
Limited Partner

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared **NANCY MURDOCK** and **LINTON MURDOCK**, the persons described in the foregoing document as the "**Limited Partners**", and who executed the foregoing instrument and they acknowledged before me that they had executed the same.

WITNESS my hand and official seal in the County and State last aforesaid the 1st day of February, 2000.

Frederick Leone, Jr.
NOTARY PUBLIC

My Commission Expires

FREDERICK LEONE, JR.
MY COMMISSION # CC 836814
EXPIRES: May 13, 2003
Bonded Thru Notary Public Underwriters