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CT Corporation System 660 East Jefferson Street Tallahassee, FL 32301 Tel 850 222 1092 Fax 850 222 7615 Attn: Jeff Netherton

W.P. Verifier

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

GMN BEARING TECHNOLOGIES, LTD.



The undersigned, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, Florida Statutes Annotated, Volume 18, Chapter 620, Section 620.101, et seq., does hereby certify as follows:

1. The name of the limited partnership is

GMN BEARING TECHNOLOGIES, LTD.

2. The address of the limited partnership's registered office in the State of Florida

is

C/O CT CORPORATION SYSTEM 1200 South Pine Island Road Plantation, Florida 33324.

3. The name of the limited partnership's registered agent for service of process in the State of Florida at such address is

CT CORPORATION SYSTEM.

4. Acceptance by the registered agent for service of process

CT CORPORATION SYSTEM.

Title: Special Asst. Secy.

5. The name and mailing address of the general partner is as follows:

NAME Bearing Technologies, LLC

MAILING ADDRESS 9820 Whithorn Drive, Unit B Houston, Texas 77095

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The mailing address for the limited partnership is:

GMN Bearing Technologies, Ltd. 9820 Whithorn Drive, Unit B Houston, Texas 77095

- 7. The limited partnership is to dissolve no later than December 31, 2003.
- 8. The limited partnership shall be formed on March ___, 2000.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership of GMN Bearing Technologies, Ltd., March 17, 2000.

BEARING TECHNOLOGIES, LLC

Name:

Stanley Cromer

Title:

President

DAVID J. EVAN
Notary Public, State of New York
No. 02EV5034963
Qualified in New York County
Commission Expires October 24, 20

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting the sole general partner of GMN Bearing Technologies, Ltd., a Florida Limited Partnership, certifies as follows:

The amount of capital contributions to date of the limited partner is \$0.

The total amount contributed and anticipated to be contributed by the limited partner at this time totals \$10,000.

This 17, day of March, 2000.

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.

BEARING TECHNOLOGIES, LLC General Partner

Title:

President