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Florida Department of State  
Division of Corporations  
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From: Account Name : ATLAS PEARLMAN, P.A. *mjm*  
Account Number : 076247002423  
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Fax Number : (954)766-7800

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TALLAHASSEE, FLORIDA

FLORIDA LIMITED PARTNERSHIP

NES HOLDINGS, LTD.

RECEIVED  
00 JUN -9 PM 3: 44  
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TALLAHASSEE, FLORIDA

Certificate of Status	0
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# ATLAS PEARLMAN

P.A.

## ATTORNEYS AT LAW

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Stephen W. Bazinsky	Brian A. Peartman	Sergio Vivanco A.
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Deborah Ann Byles	James M. Stameuler	Marketing and Development
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Kip G. Lasser	Michael L. Trop	
Eric Lee	Steven I. Weinberger	
Andrew Lockwood	Kenneth P. Wittenberger	

June 9, 2000

### VIA FACSIMILE

Mr. Shawn Logan  
 State of Florida  
 Division of Corporations  
 409 E. Gaines Street  
 Tallahassee, FL 32399

Re: Rejected Filing for NES Holdings, Ltd.  
 REF: W00000014647  
 Letter Number: 100A00033004

Dear Mr. Logan:

Attached, please find a Certificate of Limited Partnership for NES Holdings, Ltd., and your letter, dated June 9, 2000, rejecting the initial filing due to the registration status of the general partner.

Please note that the general partner, Southern Arts Management Corporation f/k/a Miami Artworks, Inc. filed an amendment to change its name along with the Certificate of Limited Partnership for NES Holdings, Ltd., which change apparently was not posted as of the time you initially processed the Certificate for NES Holdings, Ltd.

If you have any questions, please contact me at (954) 766-7829.

Sincerely,



Myra Mahoney  
 Corporate Paralegal

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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 9, 2000

ATLAS PEARLMAN PA

SUBJECT: NES HOLDINGS, LTD.  
REF: W00000014647

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan  
Document Specialist

FAX Aud. #: H00000030989  
Letter Number: 100A00033004

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 JUN -9 PM 4: 26

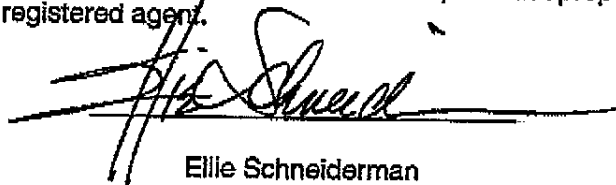
FILED

**CERTIFICATE OF LIMITED PARTNERSHIP OF  
NES HOLDINGS, LTD.  
A FLORIDA LIMITED PARTNERSHIP**

The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, hereby states:

1. The name of the limited partnership is NES HOLDINGS, LTD.
2. The business address of the limited partnership is 1132 Valencia, Coral Gables, FL 33134.
3. The name of the Registered Agent for Service of Process on the limited partnership is Ellie Schneiderman.
4. The Florida street address for the Registered Agent is 1132 Valencia, Coral Gables, FL 33134.
5. **ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as statutory registered agent for NES HOLDINGS, LTD. a Florida limited partnership, I hereby agree to act in that capacity, and on behalf of the limited partnership, to accept service of process for the limited partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

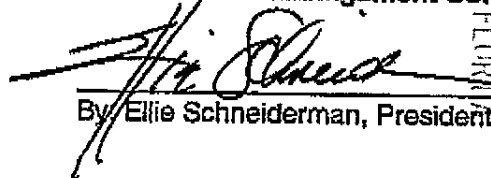
  
Ellie Schneiderman

6. The mailing address of the limited partnership is 1132 Valencia, Coral Gables, FL 33134.
7. The latest date upon which the limited partnership is to be dissolved is December 31, 2030.
8. The general partner is Southern Arts Management Corporation, 1132 Valencia, Coral Gables, FL 33134. *p98-32944*

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

Signed this 31 day of May, 2000.

**Southern Arts Management Corporation**

  
By Ellie Schneiderman, President

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TALLAHASSEE FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR  
NES HOLDINGS, LTD.  
A FLORIDA LIMITED PARTNERSHIP**

The undersigned, constituting the general partner of NES HOLDINGS, LTD. a Florida limited partnership, certifies:

The amount of capital contributions to date of the limited partners is \$100.00.

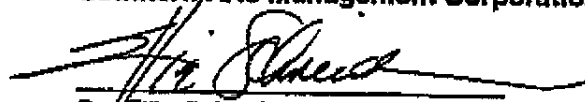
The total amount contributed and anticipated to be contributed by the limited partners at this time is \$100.00.

Signed this 31 day of May, 2000.

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

Signed this 31 day of May, 2000.

**Southern Arts Management Corporation**

  
By: Ellie Schneiderman, President

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