

AD000000001317 3

One Tampa City Center
22nd Floor
P.O. Box 3433 (Zip 33601)
Tampa, FL 33602
Telephone: (813) 229-3321
Facsimile: (813) 223-9067

MANNI@annislaw.com

August 16, 2000

Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314-6327

200003364602--5
-08/18/00--01074--003
***1793.75 ***1793.75

Re: N. Kero Investments, Ltd.
Our File No: 7686-001-13A

Dear Sir:

Enclosed are an original and one copy of the Certificate of Limited Partnership, Affidavit of Capital Contributions and Acceptance by Registered Agent for the above-captioned partnership, along with the client's check in the amount of \$1,793.75 to cover the cost of filing, registered agent and Certificate of Status fees.

Please file the original Certificate of Limited Partnership and Affidavit. We would appreciate your placing the "Date Filed Stamp" on the copy of each document and return them along with the Certificate of Status to the attention of the undersigned by mail.

Your assistance is appreciated. If you have any questions, please do not hesitate to call.

Sincerely,

Michael D. Annis

MDA:ak

Enclosures

7686-001-739629

FILED
00 AUG 18 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mtm
8/24

**CERTIFICATE OF LIMITED PARTNERSHIP OF
N. KERO INVESTMENTS, LTD.**

The undersigned hereby executes and swears to this Certificate of Limited Partnership for the purpose of forming a limited partnership under the laws of the State of Florida.

1. **Name of Partnership.** The name of the Partnership shall be **N. KERO INVESTMENTS, LTD.**

2. **Address of Recordkeeping Office; Agent for Service of Process.** The records to be kept pursuant to Florida Statute Section 620.106 shall be located at **6491 Sugar Tree Drive, Spring Hill, Florida 34607-2517**, and the name of the Partnership's agent for service of process at said address is **NILOUFER KERO**.

3. **Name and Business Addresses of the General Partner.**

Name

Address

Niloufer Kero

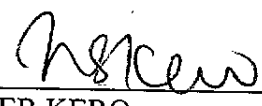
6491 Sugar Tree Drive
Spring Hill, Florida 34607-2517

4. **Mailing Address for the Limited Partnership.** The mailing address for the Limited Partnership shall be **6491 Sugar Tree Drive, Spring Hill, Florida 34607-2517**.

5. **Term.** The term for which the Partnership is to exist shall be **50** years from the filing of this Certificate in the Office of the Secretary of State of the State of Florida, unless sooner terminated in accordance with a Limited Partnership Agreement for the **N. KERO INVESTMENTS, LTD.**

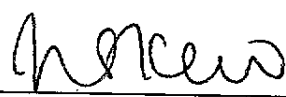
DATED this 14 day of August, 2000.

GENERAL PARTNER:



NILOUFER KERO

Having been named Registered Agent and designated to accept service of process for the within Limited Partnership, at the place designated herein, 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.



NILOUFER KERO

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

I, **NILOUFER KERO**, the General Partner of **N. KERO INVESTMENTS, LTD.**, a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being sworn, certifies as follows:

1. The limited partners have contributed \$ 8,700,000.00
of capital to the Partnership. 8 million Seven hundred thousand dollars.
2. It is anticipated that \$ none of additional contributions may be contributed by the limited partners in the future.

Dated this 14 day of August, 2000.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned declare that they have read the foregoing and that the facts alleged are true, to the best of their knowledge and belief.

GENERAL PARTNER:

NILOUFER KERO
NILOUFER KERO

STATE OF FLORIDA

COUNTY OF TALAHASSEE

The foregoing instrument was acknowledged before me this August, 2000, NILOUFER KERO, who is personally known to me or who has produced _____ as identification.

FILED
00 AUG 18 AM 11:49
NOTARY OF STATE
TALAHASSEE, FLORIDA

Joann Russo
NOTARY PUBLIC
Name: JOANN RUSSO

Serial No. _____

My Commission expires: 4/23/01

JOANN RUSSO
Notary Public
State of Florida
My Comm. Exp. 04/23/01
Comm#: CC641124