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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #) *200003474862--2*
-11/22/00--01079--016
****5355.00 ***1785.00*
2. _____
(Corporation Name) (Document #) *LP not accept. suffix*
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other *same*
Availability

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name
☐ Acknowledgement
☐ W. P. Verifier

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

FF \$1750.00
RA 38.00

100-105955 is GP of this LP

FL LP

let 12/6

Examiner's Initials

DAVID J. WIENER, P.A.

COUNSELOR AT LAW
SUITE 280
2401 PGA BOULEVARD
PALM BEACH GARDENS, FLORIDA 33410
Tel (561) 624-2988
Fax (561) 624-9507
E-mail dwiener@ix.netcom.com

DAVID J. WIENER
BOARD CERTIFIED REAL ESTATE LAWYER
ADMITTED TO PRACTICE IN FLORIDA
AND NEW YORK

November 21, 2000

Secretary of State
409 East Gaines Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

Re: NAPC Holdings, LP
North American Acquisition Group, LP
North American Development Group, LP

Dear Sir/Madam:

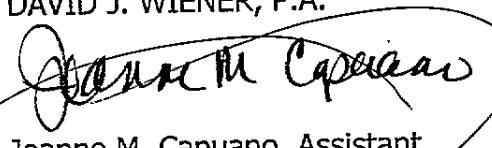
Enclosed please find an original and one copy of Certificate of Limited Partnership for the above referenced three companies to be filed with your office. Also enclosed is this firm's check in the amount of \$5,355.00 to cover the cost of filing same. ✓

I have enclosed a self-addressed stamped envelope for your convenience in returning same. ✓

Should you have any questions concerning the foregoing, please feel free to call me.

Sincerely,

DAVID J. WIENER, P.A.


Joanne M. Capuano, Assistant

/jmc
Encl.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 29, 2000

JOANNE M. CAPUANO, ASST.
DAVID J. WIENER, P.A.
2401 PGA BLVD., SUITE 280
PALM BEACH GARDENS, FL 33410

SUBJECT: NORTH AMERICAN DEVELOPMENT GROUP, LP
Ref. Number: W00000028188

We have received your document for NORTH AMERICAN DEVELOPMENT GROUP, LP and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

"LP" is not an acceptable suffix. Please amend the name of your limited partnership to include LTD., LIMITED, or LIMITED PARTNERSHIP.

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) 487-6911.

Brenda Tadlock
Sr. Corporate Section Administrator

Letter Number: 400A00060669

**CERTIFICATE OF LIMITED PARTNERSHIP OF
NORTH AMERICAN DEVELOPMENT GROUP, LP, A FLORIDA LIMITED PARTNERSHIP**

The undersigned general partner of NORTH AMERICAN DEVELOPMENT GROUP, ~~LP~~, a Florida limited partnership, desiring to adopt a certificate of limited partnership of NORTH AMERICAN DEVELOPMENT GROUP, ~~LP~~, (the "Certificate"), pursuant to Section 620.109 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act"), hereby certifies as follows:

1. The name of the Limited Partnership is NORTH AMERICAN DEVELOPMENT GROUP, ~~INC.~~ Ltd.
2. The address of the office of the Limited Partnership is 2401 PGA Boulevard, Suite 280, Palm Beach Gardens, Florida 33410.
3. The name and address of the agent for service of process required to be maintained by Section 620.105 of the Act is as follows: David J. Wiener, Esq., David J. Wiener, P.A., 2401 PGA Boulevard, Suite 280, Palm Beach Gardens, Florida 33410.
4. The name and business address of the general partner is NORTH AMERICAN DEVELOPMENT GROUP, INC., a Florida corporation, 2401 PGA Boulevard, Suite 280, Palm Beach Gardens, Florida 33410.
5. The mailing address of the Limited Partnership is 2401 PGA Boulevard, Suite 280, Palm Beach Gardens, Florida 33410.
6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2060.
7. This Certificate shall be effective upon the filing of this Certificate with the Department of State of Florida.
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This Certificate is duly executed and is being filed in accordance with Section 620.108 of the Act.

The execution of this Certificate by the undersigned general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

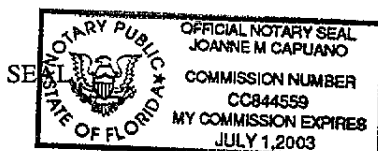
IN WITNESS WHEREOF, this Certificate has been executed by the general partner of NORTH AMERICAN DEVELOPMENT GROUP, LP Ltd.

NORTH AMERICAN DEVELOPMENT GROUP, INC., GENERAL PARTNER

By: LARRY BERNICK, Vice President

STATE OF FLORIDA)
 ss:)
COUNTY OF PALM BEACH)

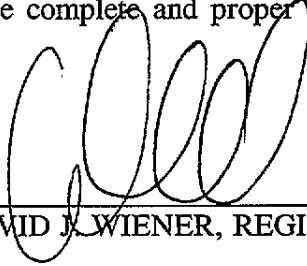
The foregoing instrument was acknowledged before me this 13th day of November, 2000 by Larry Bernick, as Vice President of NORTH AMERICAN DEVELOPMENT GROUP, INC., a Florida corporation, who is personally known to me and who did not take an oath.



Joanne M Caputo
NOTARY PUBLIC
Print Name: Joanne M Caputo
My Commission Expires: 7-1-03

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for NORTH AMERICAN DEVELOPMENT GROUP, ^{Ltd.} LP, a Florida limited partnership (the "Limited Partnership") in the foregoing Certificate of Limited Partnership of the Limited Partnership, I hereby agree to accept service of process for said Limited Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of the registered agent.



DAVID J. WIENER, REGISTERED AGENT

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AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA)
 ss:)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned, personally appeared Larry Bernick, Vice President of NORTH AMERICAN DEVELOPMENT GROUP, INC., the General Partner in NORTH AMERICAN DEVELOPMENT GROUP, LP, a Florida limited partnership, hereinafter referred to as the "Limited Partnership", who upon being duly sworn, certified as follows:

The amount of the capital contributions made by the limited partners to date is \$1,000.00.

The total amount at this time anticipated to be contributed by the limited partners is \$5,000,000.00.

FURTHER AFFIANT SAYETH NAUGHT.

Under 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.

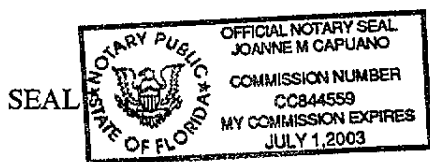


Larry Bernick, Vice President

Date: November 9, 2000

STATE OF FLORIDA)
 ss:)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 13 day of November, 2000 by Larry Bernick, Vice President of NORTH AMERICAN DEVELOPMENT GROUP, INC., a Florida corporation, who is personally known to me.





NOTARY PUBLIC
Print Name: Joanne M. Capuano
My Commission Expires: 7-1-03

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