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To:

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From:

Account Name : COHEN, CHASE, & HOFFMAN, P.A.
Account Number : 102450002676
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FLORIDA LIMITED PARTNERSHIP

RIMER CAPITAL, LTD.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 OCT 29

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
RIMER CAPITAL, LTD.
a Florida limited partnership**

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STATE
SECRETARY OF
TALLAHASSEE, FLORIDA
01 OCT 29

The undersigned General Partner of Rimer Capital, Ltd. (the "Partnership"), desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620, Part I of the Florida Statutes, hereby states the following:

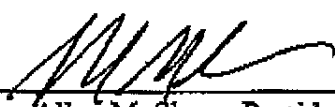
1. The name of the Partnership is RIMER CAPITAL, LTD.
2. The address of the office of the Partnership is 3300 N. Port Royale Drive, No. 338, Fort Lauderdale, Florida 33308.
3. The name and address of the registered agent for service of process on the Partnership is Allen M. Shore, 3300 N. Port Royale Drive, No. 338, Fort Lauderdale, Florida 33308.
4. The name and business address of the General Partner is Harandlin - GP, Inc., 3300 N. Port Royale Drive, No. 338, Fort Lauderdale, Florida 33308. 901-88106
5. The mailing address of the Partnership is 3300 N. Port Royale Drive, No. 338, Fort Lauderdale, Florida 33308.
6. The latest date upon which the Partnership shall dissolve is January 1, 2052.

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 of Limited Partnership has been executed by the General Partner of Rimer Capital, Ltd., this 29th day of October, 2001.

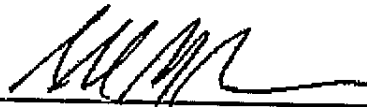
RIMER CAPITAL, LTD.

By: Harandlin - GP, Inc.,
General Partner

By: 
Allen M. Shore, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Rimer Capital, Ltd., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.


ALLEN M. SHORE

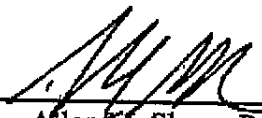
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Allen M. Shore, President of Harandlin - GP, Inc., the General Partner of Rimer Capital, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership", certifies as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is \$ 3,100,000.
2. It is anticipated that the limited partners will make additional capital contributions of \$ 0 to the Partnership.

RIMER CAPITAL, LTD.

By: Harandlin - GP, Inc.,
General Partner

By: 
Allen M. Shore, President

RIMER CAPITAL, LTD. CERTIFICATE