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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : ADORNO & YOSS, P.A. (Luz Taylor)
Account Number : 076247002423
Phone : (954) 763-1200
Fax Number : (954) 766-7800

FLORIDA LIMITED PARTNERSHIP

PNFLP, LTD.

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FLORIDA DEPARTMENT OF STATE
Ken Detzner
Secretary of State

February 7, 2003

ADORNO & YOSS, P.A.

SUBJECT: PNFLP, LTD.
REF: W03000003729

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) 245-6967.

Michelle Hodges
Document Specialist

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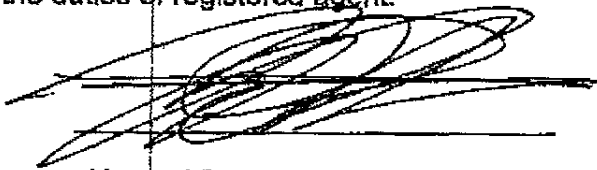
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
PNFLP, LTD.
A FLORIDA LIMITED PARTNERSHIP**

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 PNFLP, LTD.
2. The business address of the limited partnership is 333 N. New River Drive East, 3rd Floor, Fort Lauderdale, FL 33301.
3. The name of the Registered Agent for Service of Process on the limited partnership is Howard Patterson.
4. The Florida street address for the Registered Agent is 333 N. New River Drive, East, 3rd Floor, Fort Lauderdale, FL 33301.
5. ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for PNFLP, 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.



Howard Patterson

6. The mailing address of the limited partnership is 333 N. New River Drive, East, 3rd Floor, Fort Lauderdale, FL 33301.
7. The latest date upon which the limited partnership is to be dissolved is December 31, 2053.

ADAM J. REISS, ESQ. FLA BAR #0182702
Adorno & Yoss, P.A.
350 East Las Olas Boulevard, Suite 1700
Fort Lauderdale, Florida 33301
Phone No : (954) 783-1200

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8. The name of the general partner:

PNFLP GP, LLC
a Florida limited liability company

603-4768

Street Address:

333 N. New River Drive, East
3rd Floor
Fort Lauderdale, FL 33301

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 03 day of February, 2003.

PNFLP GP, LLC
a Florida limited liability company
its General Partner

By: 

Howard Patterson, Manager

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

The undersigned, constituting the sole general partner of PNFLP, Ltd., a Florida limited partnership, certifies that:

1. The amount of capital contributions to date of the limited partners is \$0
2. The total amount anticipated to be contributed by the limited partners at this time is \$100.00.

Signed this 25 day of February, 2003.

FURTHER AFFIANT SAYETH NOT.

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.

PNFLP GP, LTD
a Florida limited liability company
its General Partner

By: 

Howard Patterson, Manager

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