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FROM: AKERMAN, SENTERFITT

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To:

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

From: Diana M. Guerra (Ext. 68964)

Account Name : AKERMAN, SENTERFITT & EIDSON, P.A. (FT. LAUDERDALE)
Account Number : 119980000010
Phone : (954) 463-2700
Fax Number : (954) 463-2224

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DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP
ROYAL PALM CAPITAL MANAGEMENT, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$140.00

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
ROYAL PALM CAPITAL MANAGEMENT, LTD.**

The undersigned, being the General Partner of Royal Palm Capital Management, Ltd., a Florida limited partnership, does hereby execute this Certificate, and hereby affirms, under penalty of perjury, that the facts stated hereinbelow are true:

1. The name of the limited partnership is:

Royal Palm Capital Management, Ltd.

2. The address of the record keeping office of the limited partnership is:

595 South Federal Highway, Suite 600
Boca Raton, Florida 33432

3. The name and address of the agent for service of process on the limited partnership is:

American Information Services, Inc.
Las Olas Centre II, Suite 1600
350 E. Las Olas Boulevard
Fort Lauderdale, FL 33301

4. The name and business address of the General Partner is:

Royal Palm Capital Management, Inc.
595 South Federal Highway, Suite 600
Boca Raton, Florida 33432

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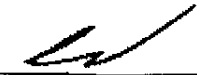
5. The mailing address for the limited partnership is:

595 South Federal Highway, Suite 600
Boca Raton, Florida 33432

6. The latest date upon which the limited partnership is to dissolve is:

December 31, 2052.

**ROYAL PALM CAPITAL
MANAGEMENT, INC.**

By: 
Richard C. Rochon, President

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TALLAHASSEE FLORIDA

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, American Information Services, Inc., having a business address of Las Olas Centre II, Suite 1600, 350 E. Las Olas Boulevard, Fort Lauderdale, Florida 33301, does hereby accept its appointment as Registered Agent of **ROYAL PALM CAPITAL MANAGEMENT, LTD.**, a Florida limited partnership.

AMERICAN INFORMATION
SERVICES, INC.



Diana M. Guerra, Assistant Secretary

Date: February 3, 2005

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting the general partner of **ROYAL PALM CAPITAL MANAGEMENT, LTD.**, a Florida limited partnership, certifies:

The amount of capital contributions to date of the limited partners is \$100.

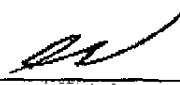
The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 1,000.

Further affiant sayeth not.

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

Dated this 3 day of February, 2005.

**ROYAL PALM CAPITAL
MANAGEMENT, INC., as general
partner**

By: 
Richard C. Rochon, President

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