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WASSON & ASSOCIATES

CHARTERED

APPELLATE ATTORNEYS

Suite 450 Gables One Tower
1320 South Dixie Highway
Coral Gables, FL 33146
Telephone (305) 666-5053
Facsimile (305) 666-0010

Roy D. Wasson
Board Certified in Appellate Practice
rdwassonappeal@bellsouth.net

Annabel C. Majewski
Appeals and Litigation Support
amajewskiappeal@bellsouth.net

February 16, 2007

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

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Re: Renewable Energy Fund, Ltd.

To Whom it May Concern:

Enclosed you will find a duly executed Certificate of Limited Partnership of Renewable Energy Fund, Ltd. Also enclosed is the general partner's check in the amount of \$1,052.50 representing the filing fee for the certificate and the certified copy fee for one certified copy. Please provide the certified copy to the undersigned. Thank you for your anticipated cooperation in this matter. Please do not hesitate to call me at the above number if you should have any questions or comments concerning this filing.

Sincerely,



Roy D. Wasson

RDW/elb
Enclosure

Certificate of Limited Partnership **of** **Renewable Energy Fund, Ltd.**

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Pursuant to section 620.1201, Fla. Stat. and other applicable law, this Certificate of Limited Partnership is hereby delivered to the Florida Department of State creating and regulating a Florida Limited Partnership as follows:

I. Name of Limited Partnership:

The name of the limited partnership is Renewable Energy Fund, Ltd.

II. Purpose and Duration of Limited Partnership:

The purpose of the Limited Partnership is to operate the private investment fund called the Renewable Energy Fund providing the partners with accounts in said fund, and for all other purposes permitted under Florida law. The duration of the Limited Partnership is perpetual.

III. Designated Office of Limited Partnership:

The address of the office of the Limited Partnership is Suite 450 Gables One Tower, 1320 South Dixie Highway, Coral Gables, Florida 33146.

IV. Registered Agent:

The registered agent of the Limited Partnership is Roy D. Wasson, Wasson & Associates, Chartered, Suite 450 Gables One Tower, 1320 South Dixie Highway,

Coral Gables, Florida 33146. The written acceptance of said registered agent is filed herewith.

V. General Partner:

#P06000037481
The general partner is Renewable Energy Fund, Inc., a Florida corporation

Suite 450 Gables One Tower, 1320 South Dixie Highway, Coral Gables, Florida 33146.

VI. Whether Limited Partnership Is Limited Liability Limited Partnership:

This limited partnership is not a limited liability limited partnership.

VII. Limited Partnership Agreement:

The Limited Partnership Agreement is the current Prospectus of the Renewable Energy Fund, as that Prospectus may from time-to-time be permissibly amended.

VIII. Becoming a Limited Partner:


Participation as limited partner in the Limited Partnership is limited to 100 limited partners. A person may become a limited partner by reading the operative Renewable Energy Fund Prospectus, agreeing to its terms, completing a new account enrollment form and submitting it with at least the amount of the minimum initial investment to the Limited Partnership's offices.

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IX. Signature of General Partner:

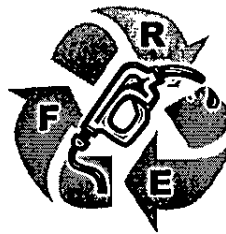
IN WITNESS WHEREOF, this Certificate of Limited Partnership is executed by the general partner, Renewable Energy Fund, Inc., on this 16th day of February, 2007.

RENEWABLE ENERGY FUND, INC.

By: 
Roy D. Wasson
President

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Corporate Seal



**Acceptance of Designation as Resident Agent
of
Renewable Energy Fund, Ltd.**

The undersigned, Roy D. Wasson, pursuant to section 620.1201(1)(b), Fla. Stat. hereby accepts his designation as registered agent on behalf of Renewable Energy Fund, Ltd., a Florida Limited Partnership.

IN WITNESS WHEREOF, I have set my hand and seal on this the 16th day of February, 2007.

By: 

Roy D. Wasson

Wasson & Association, Chartered
Suite 450 Gables One Tower
Miami, FL 33146

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