

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-9393

800-342-8086

A96000002012



PRESTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 135818 161599A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 29, 1996

ORDER TIME : 9:37 AM

ORDER NO. : 135818-005

CUSTOMER NO: 161-99A

CUSTOMER: Daryl B. Cramer, Esq
DARYL B. CRAMER, P.A.

1 Clearlake Centre, Suite 201
250 Australian Avenue
West Palm Beach, FL 33401-5010

FILED STATIONS
SECRETARY OF CORPORATIONS
96 OCT 29 PM 1:11

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-11/01/96--01087--015
***1837.50 ***1837.50

DOMESTIC FILING

NAME: SPRING VALLEY FINANCING
PARTNERSHIP, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS

G. TAX	
FILING	1750.00
R. AGENT FEE	35.00
C. COPY	52.50
TOTAL	1837.50
N. BANK	
BALANCE DUE	
OFFFIND	

BYFC
10/29/96

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DIVISION OF CORPORATIONS

10/29/96

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SPRING VALLEY FINANCING PARTNERSHIP, LTD.**

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DIVISION OF CORPORATIONS
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1. The name of the partnership is "Spring Valley Financing Partnership, Ltd."
2. The address of the partnership's office is c/o William P. Myers, 9030 Leslie Street, Suite 308, Richmond Hill, Ontario, Canada L4B 1G2.
3. The name and address of the agent for service of process is Daryl B. Cramer, P.A., One Clearlake Centre, Suite 201, 250 Australian Avenue South, West Palm Beach, Florida 33401-5010.
4. The name and business address of the general partner is as follows:

Spring Valley General Partner, Inc.
c/o Daryl B. Cramer, P.A.
One Clearlake Centre, Suite 201
250 Australian Avenue South
West Palm Beach, Florida 33401-5010

P96000079941
5. A mailing address for the Limited Partnership is c/o Daryl B. Cramer, P.A., One Clearlake Centre, Suite 201, 250 Australian Avenue South, West Palm Beach, Florida 33401-5010.
6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2036.

This Certificate of Limited Partnership of Spring Valley Financing Partnership, Ltd. has been executed on the 26th day of October, 1996. By such execution, the general partner whose signature is set forth below hereby affirms, under penalties of perjury, that the facts stated herein are true.

GENERAL PARTNER:

**SPRING VALLEY GENERAL PARTNER,
INC., a Florida corporation**

By: 
William P. Myers, Its President

The undersigned hereby accepts appointment as Registered Agent of Spring Valley General Partner, Inc , pursuant to the terms of Section 620.192, Florida Statutes, as amended.

DARYL B. CRAMER, P.A.

By: 
Daryl B. Cramer, President

AFFIDAVIT

The undersigned, as general partner of Spring Valley Financing Partnership, Ltd., a Florida limited partnership (the "Partnership"), pursuant to Section 620.108, Florida Statutes, hereby attests to the following:

1. The initial capital contribution of the limited partner of the Partnership is Ten Dollars (\$10.00).
2. The total amount anticipated to be contributed by the limited partners of the Partnership is One Million Three Hundred Thousand Dollars (\$1,300,000.00).

By such execution, the general partner whose signature is set forth below, hereby affirms, under penalties of perjury that the facts stated herein are true.

GENERAL PARTNER:

**SPRING VALLEY GENERAL PARTNER,
INC., a Florida corporation**

By: *William P. Myers*
William P. Myers, Its President

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