

Charter Number Only

318/99 **A99000000364**

VALIDATION ONLY

Requestor's Name: Jose Portnoy
Address: 2100 W. 76th St #403
City: Hialeah, FL State: FL ZIP: 33016 Phone: _____

300002798953--9
-03/09/99--01015--007
****595.00 ****595.00

CORPORATION(S) NAME

NAPO PROPERTIES, LTD



Empire Toll Free: 1-800-432-3028

99 MAR -9 AM 10:25
STATE DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Amendment
- Dissolution
- Annual Report
- Reservation
- Photo Copies
- Call If Problem
- Pick Up
- Merger
- Mark
- Other
- Change of Registered Agent
- Certificate Under Seal
- After 4:30
- Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

RECEIVED
99 MAR -9 AM 9:25
DIVISION OF CORPORATION

B/K
3/9/99

**CERTIFICATE OF LIMITED PARTNERSHIP
OF NAPO PROPERTIES, LTD.**

1: NAME OF LIMITED PARTNERSHIP

The name of this Limited Partnership is:

NAPO PROPERTIES, LTD.

2: BUSINESS ADDRESS OF LIMITED PARTNERSHIP

The address of the office of the Limited Partnership is:

2100 West 76th Street, Suite #403
Hialeah, Florida 33016

**3: NAME OF REGISTERED AGENT OF LIMITED PARTNERSHIP
FOR SERVICE OF PROCESS**

The name of the registered agent of this Limited Partnership for service of Process is:

JOSE PORTNOY

**4: ADDRESS OF REGISTERED AGENT OF LIMITED PARTNERSHIP
FOR SERVICE OF PROCESS**

The Florida street address of the registered agent of this Limited Partnership for service of Process is:

2100 West 76th Street, Suite #403
Hialeah, Florida 33016

**5: ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT
OF LIMITED PARTNERSHIP
FOR SERVICE OF PROCESS**

Having been named as Registered Agent and to accept Service of Process for the above named Limited Partnership, at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with provisions of all Florida Statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


JOSE PORTNOY, REGISTERED AGENT

SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -9 AM 10:25

6: MAILING ADDRESS OF LIMITED PARTNERSHIP

The mailing address for the Limited Partnership is:

2100 West 76th Street, Suite #403
Hialeah, Florida 33016

7: DATE OF DISSOLUTION

The Latest date upon which the Limited Partnership is to be dissolved is 30 years from the date of filing of this Limited Partnership.

8: NAME AND ADDRESS OF GENERAL PARTNER

The corporate name and the street address of the general partner of this Limited Partnership is:

NAPO PROPERTIES (G.P.), INC.
A Florida corporation
2100 West 76th Street, Suite #403
Hialeah, Florida 33016

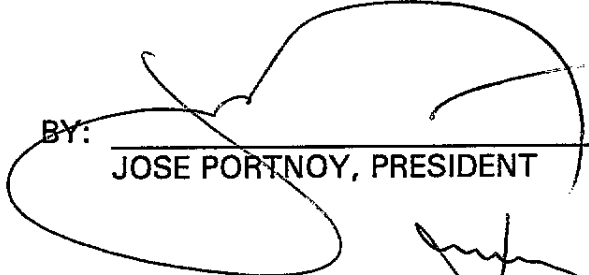
99 9000021 579

Under penalties of perjury we, JOSE PORTNOY, as President of NAPO PROPERTIES (G.P.), INC., and DANIEL H. NAVARRO, a Vice-President of NAPO PROPERTIES (G.P.), INC. the General Partner herein, on behalf of the General Partner, and as the authorized corporate act, declare that we have read the foregoing and know the contents thereof and that the facts stated herein are true and correct to the best of our knowledge and belief.

Signed this 8th day of March, 1999.

GENERAL PARTNER:

NAPO PROPERTIES (G.P.), INC.
A Florida corporation (General Partner)

BY: 
JOSE PORTNOY, PRESIDENT

BY: 
DANIEL H. NAVARRO, VICE-PRESIDENT

FLORIDA STATE
SECRETARY OF CORPORATIONS
99 MAR -9 AM 10:25

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned, NAPO PROPERTIES (G.P.), INC., constituting the sole General Partner of NAPO PROPERTIES, LTD., a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$32,000.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$80,000.00.

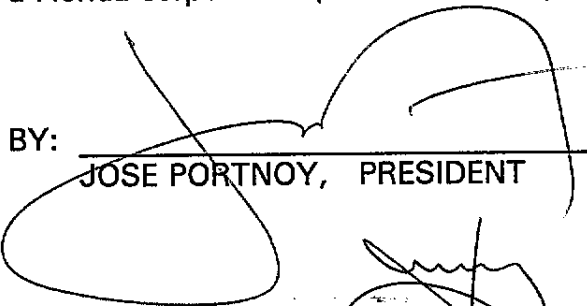
Signed this 8th day of March, 1999.

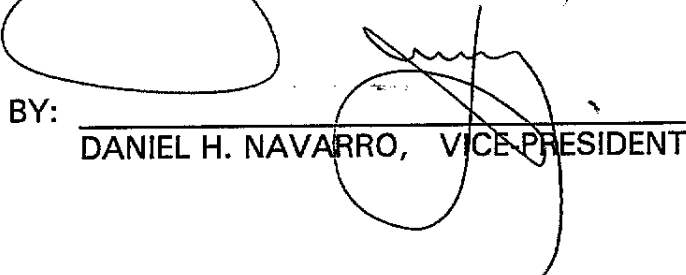
FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury we, JOSE PORTNOY, as President of NAPO PROPERTIES (G.P.) INC., and DANIEL H. NAVARRO, as Vice-President of NAPO PROPERTIES (G.P.) INC., the General Partner herein, on behalf of the General Partner, and as the authorized corporate act, declare that we have read the foregoing and know the contents thereof and that the facts stated herein are true and correct to the best of our knowledge and belief.

GENERAL PARTNER:

NAPO PROPERTIES (G.P.) INC.,
a Florida corporation (General Partner)

BY: 
JOSE PORTNOY, PRESIDENT

BY: 
DANIEL H. NAVARRO, VICE-PRESIDENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -9 AM 10: 25