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LAW OFFICES  
OF

JOEL REINSTEIN

JOEL REINSTEIN

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May 5, 2000

AIRBORNE

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: The NPV Family Limited Partnership

800003242669--5  
-05/08/00--01100--006  
\*\*\*1785.00 \*\*\*1785.00

Dear Sir:

Enclosed please find the following documents for filing regarding the above limited partnership:

1. Certificate of Limited Partnership.
2. Affidavit of Capital Contributions.
3. Acceptance of Appointment as Registered Agent.

Also enclosed is a check in the amount of \$1,785, representing the maximum filing fee of \$1,750, and the \$35 registered agent fee.

We have also enclosed a copy of each of the above documents. Please return a stamped filed copy to the undersigned in the overnight envelope provided.

Please contact the undersigned if you have any questions.

Thank you for your cooperation in this matter.

Sincerely,

Joel Reinstein

Name	
Availability	
Document Examiner	
Updater	JR/wsm
Enclosures	
cc:	Mrs. Nancy P. Valassis
Verifier	Mr. Larry Johnson
	Leroy Koross, C.P.A.
Acknowledgement	BCC
StateFLP.ltr	
W. P. Verifier	BCC

TC  
\$ 35,000,000.00

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CERTIFICATE OF LIMITED PARTNERSHIP  
THE NPV FAMILY LIMITED PARTNERSHIP  
A FLORIDA LIMITED PARTNERSHIP

The undersigned General Partner desiring to form a partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is THE NPV FAMILY LIMITED PARTNERSHIP.

2. The address of the office of the Partnership is c/o NPV FAMILY CORP., 1948 Woodlake Terrace, Deerfield Beach, FL 33442.

3. The name and address of the agent for service of process of the Partnership is Joel Reinstein, Esq., 5355 Town Center Road, Suite 801, Boca Raton, FL 33486.

4. The name and business address of the General Partner is NPV FAMILY CORP., 1948 Woodlake Terrace, Deerfield Beach, FL 33442.  
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5. The mailing address of the Partnership is c/o NPV FAMILY CORP., 1948 Woodlake Terrace, Deerfield Beach, FL 33442.

6. The latest date upon which the Partnership shall dissolve is no later than December 31, 2047, unless the Partners agree to extend the term.

This Certificate is duly executed and is being filed in accordance with Section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986).

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of The NPV Family Limited Partnership this 1 day of May, 2000.

THE NPV FAMILY LIMITED  
PARTNERSHIP

By: NPV FAMILY CORP  
General Partner

By: Nancy P. Valassis  
Nancy P. Valassis, President

STATE OF FLORIDA :


ss:

COUNTY OF PALM BEACH:

I hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared NANCY P. VALASSIS, to me known to be the person described in and who executed the foregoing Certificate of Limited Partnership, and she acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 5 day of MAY, 2000.

My commission expires:

  
Name: Joel Reinstein  
Notary Public, State of Florida

FamilyLP.ccr



Joel Reinstein  
MY COMMISSION # CC682867 EXPIRES  
September 22, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for The NPV Family Limited Partnership, a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of the registered agent.

By: \_\_\_\_\_

Joel Reinstein, Esq.

FILED

00 MAY -8 AM 11:20

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA       )  
                              ) SS:  
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned, constituting the general partner of THE NPV FAMILY LIMITED PARTNERSHIP, a Florida Limited Partnership, certifies as follows:

The amount contributed and anticipated to be contributed by the limited partner(s) at this time totals Thirty - Five Million Dollars (\$35,000,000).

FURTHER AFFIANT SAYETH NOT. -

Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

THE NPV FAMILY LIMITED  
PARTNERSHIP

By: NPV FAMILY CORP.  
General Partner

By: Nancy P. Valassis  
Nancy P. Valassis, President

FILED  
00 MAY -8 AM 11:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA :

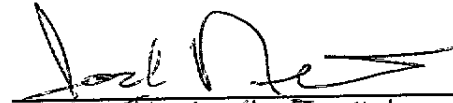
ss:

COUNTY OF PALM BEACH:

I hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Nancy P. Valassis, to me known to be the person described in and who executed the foregoing Affidavit of Capital Contributions, and she acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 5 day of MAY, 2000.

My commission expires:

  
Name: Joel Reinstein  
Notary Public, State of Florida



Joel Reinstein  
MY COMMISSION # CC682867 EXPIRES  
September 22, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.