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ESTABLISHED BEACH, FLORIDA 33

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Secretary of State
Division of Corporations
P.O. Box 5588
Tallahassee, FL 32314

FILED
00 JUN 12 PM 1:20
SECRETARY OF THE
TALLAHASSEE FLORIDA
copy of the
States, Ltd.
represents

Enclosed please find an original and one (1) copy of the **Certificate of Limited Partnership** of the Neimand Associates, Ltd. Also enclosed is a check in the sum of \$1,837.50 which represents the filing fee and the Certified Copy Fee.

Please file the enclosed Certificate of Limited Partnership and return the certified copy to me in the enclosed self-addressed, envelope.

If there is a problem, please do not hesitate to call.

Very truly yours

MICHAEL D. TAN

AD-971

Name De 6-16
 Availability
 Disposition
 Date
 Author
 Editor
 Publisher
 Subject
 Keyword
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Encl.

**CERTIFICATE OF LIMITED PARTNERSHIP
OF**

**Neimand Associates, Ltd.
a Florida Limited Partnership**

The undersigned general partners desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is Neimand Associates, Ltd.
2. The address of the office of the Partnership is 325 Hamlet Drive, Delray Beach, Florida 33445.
3. The name and address of the agent for services of process on the Partnership is Karl M. Neimand, 325 Hamlet Drive, Delray Beach, Florida 33445.
4. The names and business addresses of the general partners are as follows:

Karl M. Neimand
325 Hamlet Drive
Delray Beach, FL 33445

Blanche Neimand
325 Hamlet Drive
Delray Beach, FL 33445

Douglas H. Neimand
1710 Vestal Drive
Coral Springs, FL 33071

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TALLAHASSEE, FLORIDA

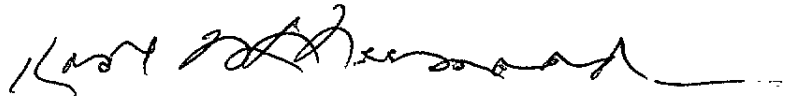
5. The mailing address of the Partnership is 325 Hamlet Drive, Delray Beach, Florida 33445.

6. The latest date upon which the Partnership shall dissolve is December 31, 2030.


The execution of this certificate by the undersigned general partners 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 all of the general partners of Neimand
Associates, Ltd., this 11TH day of MAY, 2000.

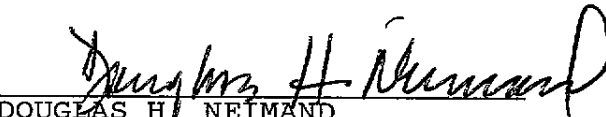
GENERAL PARTNERS



KARL M. NEIMAND



BLANCHE NEIMAND



DOUGLAS H. NEIMAND

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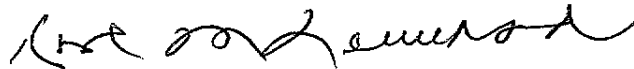
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Neimand Associates, Ltd., 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 registered agent.

REGISTERED AGENT



KARL M. NEIMAND

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF PALM BEACH

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned personally appeared KARL M. NEIMAND, constituting one of the general partners of Neimand Associates, Ltd., a Florida Limited Partnership, hereinafter referred to as the "Partnership," who upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the Limited Partners is as follows:

EIGHT MILLION DOLLARS (\$8,000,000.00)

2. The amount of additional capital contribution anticipated to be contributed by the Limited Partners is as follows:

NONE

FURTHER AFFIANT SAYETH NOT.

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

DATED: MAY 11, 2000

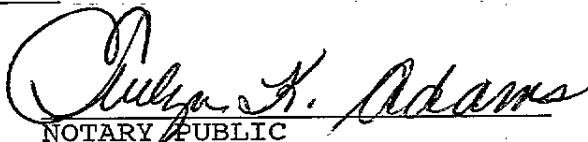


KARL M. NEIMAND,
General Partner

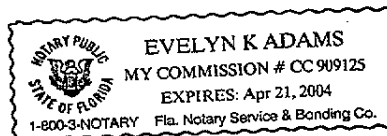
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared KARL M. NEIMAND, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 11th, day of MAY, 2000.


NOTARY PUBLIC

My Commission Expires



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA

COUNTY OF PALM BEACH

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned personally appeared BLANCHE NEIMAND, constituting one of the general partners of Neimand Associates, Ltd., a Florida Limited Partnership, hereinafter referred to as the "Partnership," who upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the Limited Partners is as follows:

EIGHT MILLION DOLLARS (\$8,000,000.00)

2. The amount of additional capital contribution anticipated to be contributed by the Limited Partners is as follows:

NONE

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.

DATED: MAY 11, 2000

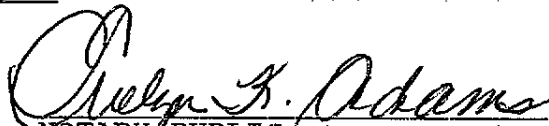


BLANCHE NEIMAND,
General Partner

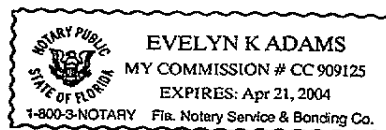
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared BLANCHE NEIMAND, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and she acknowledged to me and before me that she executed this Affidavit as General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 11th, day of MAY, 2000.


NOTARY PUBLIC

My Commission Expires



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TALLAHASSEE, FLORIDA

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STATE OF FLORIDA

COUNTY OF BROWARD

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned personally appeared DOUGLAS H. NEIMAND, constituting one of the general partners of Neimand Associates, Ltd., a Florida Limited Partnership, hereinafter referred to as the "Partnership," who upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the Limited Partners is as follows:

EIGHT MILLION DOLLARS (\$8,000,000.00)

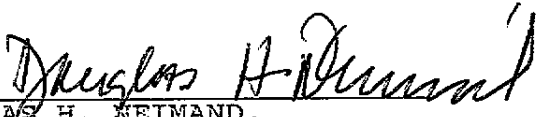
2. The amount of additional capital contribution anticipated to be contributed by the Limited Partners is as follows:

NONE

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.

DATED: May 22nd 2000


DOUGLAS H. NEIMAND,
General Partner

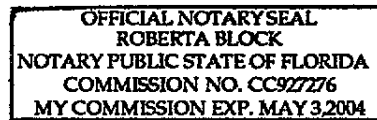
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared DOUGLAS H. NEIMAND, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 22, day of MAY, 2000.

Roberta Block
NOTARY PUBLIC

My Commission Expires



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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