



THE UNITED STATES
CORPORATION
COMPANY

A00000001864

ACCOUNT NO. : 072100000032

REFERENCE : 006764 7160058

AUTHORIZATION : *Patricia Pignat*

COST LIMIT : \$ 77.50

FILED
01 FEB 15 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 14, 2001

ORDER TIME : 9:28 AM

ORDER NO. : 006764-005

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CUSTOMER NO: 7160058

CUSTOMER: Joanne Capuano, Legal Asst
David J. Wiener, P.a.

2401 Pga Boulevard
Suite 280
West Palm Beach, FL 33410

DOMESTIC FILING

NAME: NORTH AMERICAN ACQUISITION
GROUP, LLLP

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS: _____

RECEIVED
01 FEB 15 AM 10:43
DIVISION OF CORPORATION

Mr
2/15

**STATEMENT OF QUALIFICATION FOR
FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited partnership as identified in the records of the Florida Department of State is North American Acquisition Group, Ltd. The certificate of limited partnership, affidavit of capital contributions and applicable limited partnership filing fees are attached hereto.
2. The suffix adopted for the above-named partnership is LLLP.
3. The street address of the partnership's chief executive officer is 2401 PGA Boulevard, Suite 280, Palm Beach Gardens, FL 33410.
4. The street address of the partnership's principal office in Florida is 2401 PGA Boulevard, Suite 280, Palm Beach Gardens, FL 33410.
5. The limited partnership hereby elects to be a limited liability limited partnership.
6. The effective date of this filing shall be as of the date this document is filed with the Florida Secretary of State.
7. The name and Florida street address of the partnership's agent for service of process is North American Acquisition Group, Inc., a Florida corporation, 2401 PGA Boulevard, Suite 280, Palm Beach Gardens, FL 33410.

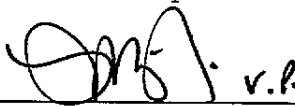
The execution of this statement by a partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Signed this 12th day of February, 2001.

Signature of TWO partners:

General Partner:

North American Acquisition Group, Inc., a Florida corporation

By:  v.p.
Larry Bernick, Vice President

Limited Partner:

North American Development Group, LLLP
By: North American Development Group, Inc.

By:  v.p.
Larry Bernick, Vice President

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