

STUART S. ROSENTHAL, P.A.

ATTORNEY AT LAW
Admitted to FL and CO Bars

40 East Atlantic Boulevard, Suite 101, Pompano Beach, FL 33060
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4126 County Road 102, P.O. Box 217, Guffey, CO 80820

Stuart S. Rosenthal

Bonnie A. Callahan

Sandra E. Tillman

LEGAL ASSISTANTS

Alan I. Wolpert

(1927-1998)

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Fax: 719-689-0671

E-mail: ssrlawfl@msn.com

Reply to: Pompano Beach

December 1, 2000

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

400003485184--6
-12/04/00--01115--010
***1837.50 ***1837.50

Re: **NPR Properties, L.P.**
Our File No. 00-33-8065

Ladies/Gentlemen:

Enclosed please find the following:

1. Original and one copy of the proposed Certificate of Limited Partnership of the above-captioned limited partnership, which includes the Affidavit regarding capital contributions and Acceptance by Registered Agent;
2. This firm's check made payable to the Secretary of State, in the amount of One Thousand Eight Hundred Thirty Seven and 50/100 Dollars (\$1,837.50), which represents the filing fee and the fee for returning one certified copy of the said Certificate of Limited Partnership to this office.

I trust the foregoing is satisfactory. If you have any questions pertaining thereto, please do not hesitate to contact me.

Very truly yours,

B.A. Callahan

BONNIE A. CALLAHAN
Legal Assistant to
STUART S. ROSENTHAL

Enclosures

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FILED
00 DEC 5 00
SECRETARY OF STATE
TALLAHASSEE, FL
A00-1976
de



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 11, 2000

BONNIE CALLAHAN
404 EAST ATLANTIC BLVD., SUITE 101
POMPANO BEACH, FL 33060

SUBJECT: NPR PROPERTIES, L.P.
Ref. Number: W00000028981

We have received your document for NPR PROPERTIES, L.P. and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must add a limited partnership suffix to the name, such as LTD., LIMITED, or LIMITED PARTNERSHIP.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 500A00062289

FILED
DEC 20 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Reply to: Pompano Beach

December 13, 2000

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: NPR Properties, Ltd.
Our File No. 00-31-8065

Ladies/Gentlemen:

Thank you for your letter of December 11, 2000, a copy of which is enclosed for your reference, along with two original copies of the Certificate of Limited Partnership and Affidavit of Capital Contributions of NPR Properties, Ltd.

We trust that this name is satisfactory.

Kindly file the enclosed and return a certified copy to our office at your earliest convenience.

If there are any further problems, please contact the undersigned by telephone, if at all possible. Feel free to call collect.
Thank you.

Very truly yours,

Bonnie

BONNIE A. CALLAHAN
Legal Assistant

/bac

Enclosures

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FILED
DEC 20 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

OF

NPR PROPERTIES, LTD.

A Florida Limited Partnership

FILED
00 DEC 20 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as formers of a limited partnership under the Florida Revised Uniform Limited Partnership Act, adopt the following certificate for such limited partnership.

1. Name. The name of the Limited Partnership is NPR PROPERTIES, LTD.
2. Business. The general character of the Partnership business shall be to own, acquire, sell and lease investment real estate and other investment property of any type, kind or description including marketable securities and to conduct a general business as thereto related.

3. Principal Place of Business and Location of Records. The location of the principal place of business of the Partnership is 26401 S.W. 107th Avenue, Princeton, FL 33032, at which place the records shall be maintained.

4. Registered Agent. The name and address of the registered agent for service for this Limited Partnership is STUART S. ROSENTHAL, ESQ., 404 East Atlantic Boulevard, Suite 101, Pompano Beach, Florida 33060, who acknowledges by his signature hereunder, that he accepts same.

5. The General Partner. The name and address of the General Partner is as follows:

GENERAL PARTNER	PLACE OF BUSINESS
NPRTP INVESTMENTS, INC.	26401 S.W. 107th Avenue Princeton, FL 33032

800-112540

6. Mailing Address. The mailing address of the Limited Partnership is 26401 S.W. 107th Avenue, Princeton, FL 33032.

7. Term. The Partnership shall begin at the time of the filing of the Certificate of Limited Partnership with the Department of State and shall liquidate and dissolve on December 31, 2039, unless sooner dissolved by law or by agreement of the parties hereto or unless extended by a majority agreement of the Partners.

6. Additional Contributions. No additional contributions of the Limited Partners have

been agreed upon.

7. Return of Contributions. No Limited Partner shall be entitled to withdraw or demand the return of any part of his or her capital contribution except upon dissolution of the Partnership.

8. Profits. All annual net profits of the Partnership shall be divided among the General and Limited Partners in the same proportion as the Partners' then capital interest accounts, unless retained for Partnership investment and business activities.

9. Sale or Transfer of Interest in Partnership. A Limited Partner shall not have the right to sell or transfer his or her interest in the Partnership without the prior written consent of all the other partners, unless the transfer is a Permitted Transfer, as explained in detail in the Partnership Agreement.

10. Additional Limited Partners. The General Partner may admit additional limited partners.

11. Priority Among Limited Partners. There is no priority of one Limited Partner over another as to the contributions or compensation by way of income.

12. Continuance of Business. Upon the death, retirement, dissolution or incompetency of the "surviving General Partner", the Partnership shall dissolve unless continued by the remaining Partners and selecting when necessary, by unanimous vote, a new successor General Partner.

13. Property Other Than Cash. A Limited Partner may not demand property other than cash in return for his or her contributions.

14. Amount of Cash and Affidavit to Agreed Value and Description of Property Contributed. The Limited Partners in the Limited Partnership have contributed their interest in the property set forth in Schedule "A". Affidavit of the Amount of the Capital Contributions of the Limited Partners, and Any Amount Anticipated to be Contributed by the Limited Partners", is attached hereto, with an agreed value of \$2,160,000.

IN WITNESS WHEREOF, the parties hereunder have executed this Certificate on the _____

FILED
09 DEC 20 PM 5:00
SECRETARY OF STATE
TULSA, OKLA

28 day of Nov., 2000.

GENERAL PARTNER:

NPRTP INVESTMENTS, INC.

BY: 

NATHANIEL P. RUTTER, III
President

REGISTERED AGENT:

BY: 

STUART S. ROSENTHAL, ESQ.

FILED

NO DEC 20 PM 5:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SCHEDULE "A"

NPR PROPERTIES, LTD.

**AFFIDAVIT OF THE AMOUNT OF THE CAPITAL
CONTRIBUTIONS OF THE LIMITED PARTNERS,
AND ANY AMOUNT ANTICIPATED TO BE
CONTRIBUTED BY THE LIMITED PARTNERS**

The undersigned presents this Affidavit, given under oath, to affirm the following:

1. The amount of the capital contributions to date of the Limited Partners of NPR PROPERTIES, LTD. is \$ -0-
2. The amount contributed and anticipated to be contributed by the Limited Partners at this time totals \$2,160,000.

GENERAL PARTNER:

NPRTP INVESTMENTS, INC.

BY: _____

NATHANIEL P. RUTTER, III
President

Dated: _____

11/29/00

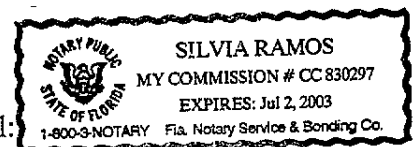
STATE OF FLORIDA)
COUNTY OF Miami-Dade) SS:

FILED
DEC 20 PM 5:00
SECRETARY OF STATE
FLORIDA

The foregoing instrument was acknowledged before me this 28 day of Nov., 2000 by NATHANIEL P. RUTTER, III, President of NPRTP INVESTMENTS, INC., and said individual is personally known to me (yes) (no) or has produced _____ as identification, and who acknowledged execution of the foregoing instrument.

Silvia Ramos
NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires/Seal:



ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent for the above-referenced Florida Limited Partnership at the above-designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Chapter 620 *et seq.*, as amended from time to time, relative to the obligations of the undersigned.

Executed this 1 day of Dec., 2000.



STUART S. ROSENTHAL, ESQ.
Registered Agent

FILED
09 DEC 20 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA