Morrie Investments, Ltc	1.
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000003514090-----12/27/00--01023--025 *****87.50 *****87.50

<u></u>	Art of Inc. File
	LTD Partnership File
	Foreign Corp. File
	I CEIL
	Fictitious Name File
	Trade/Service Mark
	Merger File
	Art. of Amend. File
	RA Resignation
	Dissolution / Withdrawal
	Annual Report / Reinstatement
\sim	Cert. Copy
	Photo Copy
\	Certificate of Good Standing
\mathcal{M}	Certificate of Status & &
•	Certificate of Fictitious Name
	Corp Record Search
	Officer Search
$\mathcal{D}_{i}\mathcal{N}_{i}$	Fictitious Search
Signature	Fictitious Owner Search
	Vehicle Search
	Driving Record
Requested by:	UCC 1 or 3 File
	UCC 11 Search
value Date Time	UCC 11 Retrieval

CERTIFICATE OF LIMITED PARTNERSHIP FOR NORRIE INVESTMENTS, LTD.

The undersigned, JOHN B. NORRIE, as the named and designated managing General Partner for NORRIE INVESTMENTS, LTD., a limited partnership to be created under the laws of the State of Florida, does hereby make and submit this Certificate of Limited Partnership, pursuant to Florida Statute 620.108.

- 1. Name: The name of the Limited Partnership shall be NORRIE INVESTMENTS, LTD.
- 2. Purpose: The business purpose of the Limited Partnership shall be to acquire, take, hold, manage and administer shares of stock representing 90% of all duly issued shares of common stock of New Nautical Coatings, Inc., a Florida corporation.
- 3. Registered Office: The office address of the Limited Partnership's principal place of business is stated below:

Business Address: 2181 34th Way North

Largo, FL 33771

4. **Registered Agent:** The name and address of the Registered Agent of the Limited Partnership is stated below:

Name: JOHN B. NORRIE

Address: 2181 34th Way North

Largo, FL 33771

5. General Partner: The name and business address of the General Partner is stated

General Partner:

below:

JOHN B. NORRIE 2181 34th Way North Largo, FL 33771

6. Mailing Address: The mailing address for the Limited Partnership is stated below:

Address: 2181 34th Way North

Largo, FL 33771

- 7. **Term:** The Limited Partnership shall lawfully exist and do business for a term which shall end and terminate on or before December 31, 2010.
- 8. Initial Capital Contributions of Limited Partners: An Affidavit declaring the amount of capital contributions of the Limited Partners is attached hereto as Exhibit "A".
- 9. Subsequent Contributions of Limited Partners: Each Limited Partner shall be obligated to make only the capital contribution which is stated upon the Affidavit which is attached hereto as Exhibit "A", and no Limited Partner shall be obligated to make any additional capital contributions.
- 10. **Profit Share of Limited Partners:** The share of the profits which each Limited Partner shall receive by reason of his/her contribution is stated below:

GENERAL PARTNER	PERCENT	TASE TASE
JOHN B. NORRIE	1%	DEC TI
LIMITED PARTNERS	PERCENT	LED 27 PM 27 PM 45SEE.F
JOHN B. NORRIE and CONSTANCE NORRIE, husband and wife, as Trustees, in trust, for the benefit of David Norrie, as		1: 12 LORIDA
Beneficiary	33%	
ERIK NORRIE	33%	
CARA NORRIE HERNANDEZ	33%	

Executed by JOHN B. NORRIE this 22 day of December, 2000.

John B. Morrie

STATE OF FLORIDA COUNTY OF PINELLAS

BEFORE ME personally appeared JOHN B. NORRIE, to me well known and known to be the person described herein and who executed the foregoing instrument, and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS MY HAND and official seal, this 22 day of December, 2000.

My Commission Expires:

Notary Publi

Jodilynn Furlong
Gommission # CC 910562
Expires Feb. 15, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

AFFIDAVIT

COUNTY OF PINELLAS STATE OF FLORIDA

BEFORE ME, the undersigned authority authorized to administer oaths and take acknowledgments personally appeared JOHN B. NORRIE who after being by me first duly sworn deposes and states as follows:

- 1. The undersigned is the named and designated General Partner for Norrie Investments, Ltd., a proposed Limited Partnership to be created under the laws of the State of Florida.
- 2. The undersigned has personal knowledge of the Partnership Agreement for Norrie Investments, Ltd., and all terms and provisions stated therein.
- 3. Under the terms and provisions of the Partnership Agreement for Norrie Investments, Ltd., a proposed Limited Partnership, the Limited Partners shall be obligated to make only the capital contributions stated below:

GENERAL PARTNER:

JOHN B. NORRIE	\$1.00 TAS 0
LIMITED PARTNERS:	EC EC
JOHN B. NORRIE and CONSTANCE NORRIE, husband and wife, as Trustees, in trust, for the benefit of David Norrie, as Beneficiary	27 PM 1: 12 27 PM 1: 12 SSEE, FLORIDA \$33.00
ERIK NORRIE	\$33.00
CARA NORRIE HERNANDEZ	\$33.00

The total amount contributed and anticipated to be contributed by the limited partners is \$99.00.

EXECUTED by JOHN B. NORRIE this 22 day of December, 2000

John B. Rossie 10 JIN B. NORRIE

STATE OF FLORIDA COUNTY OF PINELLAS

BEFORE ME personally appeared JOHN B. NORRIE, to me well known and known to be the person described herein and who executed the foregoing instrument, and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS MY HAND and official seal, this <u>22</u> day of December, 2000.

My Commission Expires:

Jodilynn Furlong
Commission # CC 910562
Expires Feb. 15, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

Notary Palolic