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FLEMING, HAILE & SHAW, P. A.
ATTORNEYS

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February 9, 2001

Via Federal Express

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

500003675465--8
-02/12/01--01150--008
***1785.00 ***1785.00

RE: The Northrop Family Limited Partnership

Dear Sir or Madam:

I have enclosed the original Certificate of Limited Partnership and the Affidavit Declaring Capital Contributions for filing with your office. Also enclosed is a check in the amount of \$1,785.00 to cover the filing fee.

If you have any questions, please do not hesitate to call. I appreciate your assistance in this matter.

Very truly yours,

FLEMING, HAILE & SHAW, P.A.

By: Eugene F. Pollingue, Jr.
EUGENE F. POLLINGUE, JR., ESQ.

EFP/ejn
Enclosures
N509.001

RECEIVED
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

01 FEB 12 PM 2:01

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**CERTIFICATE OF LIMITED PARTNERSHIP OF
THE NORTHROP FAMILY LIMITED PARTNERSHIP**

THE UNDERSIGNED, desiring to form a limited partnership (the "Partnership") in accordance with the requirements of Section 620.108 of the Uniform Limited Partnership Act of 1986 (the "Act"), do hereby sign and swear to this Certificate of Limited Partnership and the annexed Affidavit Regarding Capital Contributions, as follows:

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

2. The address of the office where the records of the Partnership are maintained as required by Section 620.106 of the Act is 10882 Egret Point Lane, West Palm Beach, FL 33410. The name and address of the registered agent of the Partnership upon whom process may be served is Joseph M. Fleming, Esq. 450 Royal Palm Way, 6th Floor, Palm Beach, FL 33480.

3. The names of the General Partners of the Partnership are C. Arthur Northrop, Ellen M. Northrop and Ellen Joan Najarian. C. Arthur Northrop's and Ellen M. Northrop's address is 10882 Egret Point Lane, West Palm Beach, FL 33410. Ellen Joan Najarian's address is 301 Spring Hill Road, Skillman, NJ 08558.

4. The mailing address of the Partnership is 10882 Egret Point Lane, West Palm Beach, FL 33410.

5. The latest date on which the Partnership is to be dissolved is December 31, 2025.

30th IN WITNESS WHEREOF, the undersigned has hereunto set her hand this day of January, 2001.

GENERAL PARTNER:

C. Arthur Northrop
C. ARTHUR NORTHROP

GENERAL PARTNER:

Ellen M. Northrop
ELLEN M. NORTHROP

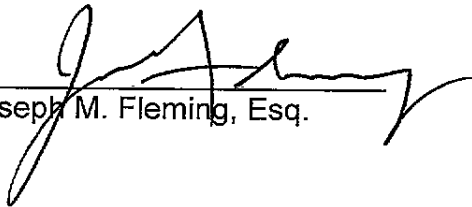
GENERAL PARTNER:

Ellen Joan Najarian
ELLEN JOAN NAJARIAN

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts his appointment as Registered Agent of the aforesaid Limited Partnership. He is familiar with, and accepts, the obligations of, Section 620 of the Florida Statutes.



Joseph M. Fleming, Esq.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

AFFIDAVIT DECLARING CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE US, Notaries Public authorized to take acknowledgments in the State and County specified herein, personally appeared C. ARTHUR NORTHROP, ELLEN M. NORTHROP and ELLEN JOAN NAJARIAN, known to me, who being first duly sworn, did depose and say as follows:

1. We are the General Partners named in the Certificate of Limited Partnership of the Northrop Family Limited Partnership. We do make this Affidavit on behalf of the Partnership pursuant to the requirements of Section 620.108 of the Uniform Limited Partnership Act of 1986.

2. The amount of capital contributions of the Limited Partners of the Partnership is Five Million Dollars (\$5,000,000.00). The total amount contributed and anticipated to be contributed by the limited partner(s) is a total of Five Million Dollars (\$5,000,000.00).

By: C. Arthur Northrop
Name: C. Arthur Northrop,
Title: General Partner

By: Ellen M. Northrop
Name: Ellen M. Northrop
Title: General Partner

By: Ellen Joan Najarian
Name: Ellen Joan Najarian
Title: General Partner

FILED
01 FEB 12 PM 2:01
TALLAHASSEE FLORIDA
SECRETARY OF STATE

ACKNOWLEDGMENT

STATE OF FLORIDA)
COUNTY OF PALM BEACH) SS:

BEFORE ME personally appeared C. Arthur Northrop; who produced the following identification FL. Drivers License; who is personally known to me; and who acknowledged before me that he executed the foregoing Affidavit as his free act and deed for the uses and purposes set forth therein.

WITNESS my hand and official seal, at North Palm Beach, Florida, this 30th day of January, 2001.

SEAL:

Linda L. Holland
Notary Public

Linda L. Holland
My Commission CC710217
Expires January 22, 2002

ACKNOWLEDGMENT

STATE OF FLORIDA

)

SS:

COUNTY OF PALM BEACH

)

BEFORE ME personally appeared Ellen M. Northrop, who produced the following identification FL. Drivers License; or, who is personally known to me; and who acknowledged before me that she executed the foregoing Affidavit as her free act and deed for the uses and purposes set forth therein.

WITNESS my hand and official seal, at North Palm Beach Florida, this 30th
day of January, 2001.

SEAL:



Linda L. Holland
My Commission CC710217
Expires January 22, 2002

Lucia R. Herken
Notary Public

ACKNOWLEDGMENT

STATE OF New Jersey)

SS:

COUNTY OF Emmett)

BEFORE ME personally appeared Ellen Joan Najarian, who produced the following identification Driver's license; or, who is personally known to me; and who acknowledged before me that she executed the foregoing Affidavit as her free act and deed for the uses and purposes set forth therein.

WITNESS my hand and official seal, at Princeton, New Jersey, this 1st day of February, 2001.

SEAL:

David C. Morrison
Notary Public

DIANE C. MORRISON
NOTARY PUBLIC OF NEW JERSEY
Commission Expires 3/11/2003

01-FEB-12 PM 2:01
CLERK OF STATE
TALLAHASSEE FLORIDA
NEW JERSEY
ISSUED 3/17/2003