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LAW OFFICES OF
JAMES N. REYER, P.A.
5301 NORTH FEDERAL HIGHWAY, SUITE 130
BOCA RATON, FLORIDA 33487

TELEPHONE: 561-241-9003
FACSIMILE: 561-988-9892

MEMBER OF FLORIDA & NEW YORK BARS

February 12, 2001

MJH

WARREN MAMBERG
OF COUNSEL
MEMBER OF NEW YORK BAR

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

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-02/14/01--01063--006
*****87.50 *****87.50

SUBJECT: ATMA, Ltd.

To Whom It May Concern:

Enclosed is one original and one (1) copy of the Certificate of Limited Partnership for the above referenced limited partnership and a check for \$87.50 for the following:

\$52.50 = Minimum Filing Fee (initial capital = \$1,000.00)
\$35.00 = Registered Agent Fee

Please return a stamped copy and the receipt to:

James N. Reyer, P.A.
5301 North Federal Highway, Suite 130
Boca Raton, FL 33487
(561) 241-9003

Thank you for your cooperation in this matter. If you have any further questions in this matter, please do not hesitate to contact this office.

Very truly yours,


James N. Reyer

enc.

JR/nls

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**CERTIFICATE OF LIMITED PARTNERSHIP OF
ATMA, LTD.
a Florida Limited Partnership**

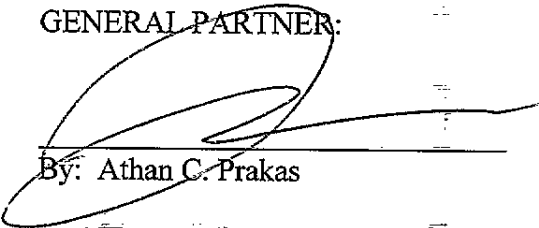
The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Partnership Act (1986), hereby states:

1. The name of the Partnership is ATMA, Ltd.
2. The address of the office of the Partnership is 5301 North Federal Highway, Suite 130, Boca Raton, Florida 33487.
3. The name and address for service of process on the Partnership are Athan C. Prakas, 715 Foxpointe Circle, Delray Beach, FL 33445.
4. The name and address of the sole general partner are Athan C. Prakas, 715 Foxpointe Circle, Delray Beach, FL 33445.
5. The name and address of the Partnership is ATMA, Ltd., 5301 North Federal Highway, Suite 130, Boca Raton, Florida 33487.
6. The latest date upon which the Partnership shall dissolve is January 1, 2051.

The execution of this certificate by the undersigned General partner 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 on behalf of the sole General Partner of ATMA, Ltd. this 6th day of February, 2001.

GENERAL PARTNER:


By: Athan C. Prakas

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Athan C. Prakas of 715 Foxpointe Circle, Delray Beach, FL 33445, the sole General Partner of ATMA, Ltd. (the "Partnership"), who, upon being duly sworn, certifies as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, One Thousand and 00/100 Dollars (\$1,000.00).

2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

Under penalties of perjury, I declare that I have read the foregoing and that the acts alleged are true to the best of my knowledge and belief.


Applicant - Athan C. Prakas

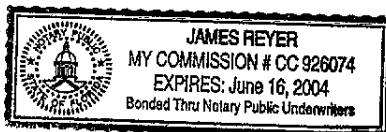
The foregoing instrument was sworn to and acknowledged before me, on February 6, 2001, by Athan C. Prakas, the Affiant who:

☒ is personally known to me, or

☐ has produced identification in the form of Florida Driver's License which were examined by me,

and who did take an oath, and acknowledged that he is the person who executed the foregoing instrument.



Notary Public



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for ATMA, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:



Athan C. Prakas