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John C. Osberger  
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April 13, 2001

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: JMR Capital Partners, Ltd.

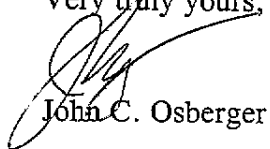
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-04/17/01--01063--021  
\*\*\*1837.50 \*\*\*1837.50

Dear Sir or Madam:

As to the above Florida limited partnership enclosed herewith please find Certificate of Limited Partnership, Appointment and Acceptance of Agent, Affidavit as to capital and my trust account check in the amount of \$1,837.50.

Please file the enclosed and return to me a certified copy. If you have any questions please contact me.

Very truly yours,

  
John C. Osberger

JCO/rh  
Enclosures

FILED  
01 APR 17 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A01-557  
JL

## CERTIFICATE OF LIMITED PARTNERSHIP

J. Michael Reisert, President of JMR Group, Inc., does hereby certify that:

1. The name of the limited partnership is: JMR CAPITAL PARTNERS, LTD.
2. The address of the office is: 2455 East Sunrise Boulevard, Suite 307, Fort Lauderdale, Florida 33304 and the name and address of the agent for service of process is J. Michael Reisert, 2455 East Sunrise Boulevard, Suite 307, Fort Lauderdale, Florida 33304.
3. The name and the business address of the sole general partner is: JMR Group, Inc., a Florida corporation, 2455 East Sunrise Boulevard, Suite 307, Fort Lauderdale, Florida 33304. *pg 4-596*
4. The mailing address for the limited partnership is: 2455 East Sunrise Boulevard, Suite 307, Fort Lauderdale, Florida 33304.
5. The latest date upon which the limited partnership is to dissolve is: December 31, 2051.
6. The Registered Agent shall be: J. Michael Reisert, 2455 East Sunrise Boulevard, Suite 307, Fort Lauderdale, Florida 33304.

Dated: April 13, 2001

*J. Michael Reisert*  
J. Michael Reisert

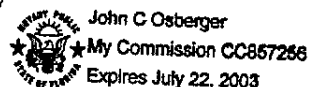
STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 13 day of April, 2001, by J. MICHAEL REISERT, who is personally known to me or who has produced driver's license [issued by a state of the United States within the last five (5) years] as identification.

My commission expires:

My commission number is:

*John C Osberger*  
Notary Public



FILED

APR 17 2001

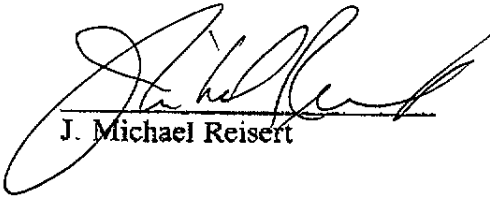
# APPOINTMENT OF STATUTORY AGENT

The undersigned incorporator of JMR CAPITAL PARTNERS, LTD. hereby appoints J. MICHAEL REISERT, a natural person resident in the county in which the corporation has its principal office, upon whom any process, notice of demand required or permitted by statute to be served upon the corporation may be served. His complete address is: 2455 East Sunrise Boulevard, Suite 307, Fort Lauderdale, Florida 33304.

  
J. Michael Reisert, Incorporator

Gentlemen:

I hereby accept appointment as agent of your corporation upon whom process, tax notices or demands may be served.

  
J. Michael Reisert

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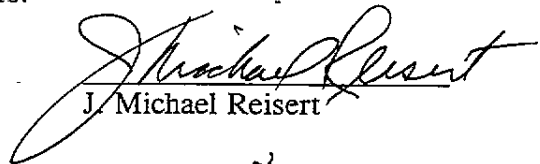
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STATE  
TOLSON/CLERK

STATE OF FLORIDA  
COUNTY OF BROWARD

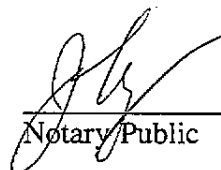
J. Michael Reisert, President of JMR Group, Inc., being first duly sworn, deposes and says that, as to JMR CAPITAL PARTNERS, LTD., the amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners is Ten Million (\$10,000,000) Dollars.

Dated: April 13, 2001


  
J. Michael Reisert

The foregoing instrument was acknowledged before me this 13 day of April, 2001, by J. MICHAEL REISERT, who is personally known to me or who has produced driver's license [issued by a state of the United States within the last five (5) years] as identification.

My commission expires:

  
Notary Public

My commission number is:

 John C Osberger  
My Commission CQ857256  
Expires July 22, 2003

FILED  
01 APR 17 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA