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WHITE & CASE LLP

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Division of Corporations

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To:

**Division of Corporations
Fax Number : (850)205-0383**

From:

**Account Name : WHITE & CASE
Account Number : 075410002143
Phone : (305) 371-2700
Fax Number : (305) 358-5744**

FLORIDA LIMITED PARTNERSHIP

SEMC, LTD.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$1,793.75

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1 of 2 Attn: m WAGONE 2

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

SEMC, LTD.

01 NOV 13

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TALLAHASSEE, FLORIDA

The undersigned General Partner hereby forms a limited partnership pursuant to and in accordance with the Florida Revised Uniform Limited Partnership Act (Florida Statutes Section 620.101, et. seq.) as follows:

1. Name.

The name of the limited partnership (the "Partnership") is SEMC, Ltd.

2. Registered Office.

The registered office of the Partnership in the State of Florida is White & Case LLP, 200 S. Biscayne Boulevard, Suite 4900, Miami, Florida 33131.

3. Registered Agent.

The name and address of the registered agent of the Partnership for service of process on the Partnership in the State of Florida is K. Lawrence Gragg, White & Case LLP, 200 S. Biscayne Boulevard, Suite 4900, Miami, Florida 33131.

4. General Partner.

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

SEMC, Inc. *PO-107988*
c/o White & Case LLP
200 S. Biscayne Boulevard, Suite 4900
Miami, Florida 33131

5. Mailing Address.

The mailing address of the Partnership is c/o White & Case LLP, 200 S. Biscayne Boulevard, Suite 4900, Miami, Florida 33131.

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6. Dissolution.

The latest date upon which the Partnership will dissolve is December 31, 2051.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Limited Partnership as of the ____ day of November, 2001.

GENERAL PARTNER:

SEMC, INC.

By: _____

Joseph Manteiga, Vice President

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Section 620.192, the following is submitted:

SEMC, LTD., desiring to organize as a limited partnership under the laws of the State of Florida, has designated White & Case LLP, 200 S. Biscayne Boulevard, Suite 4900, Miami, Florida 33131, as its initial Registered Office and has named K. Lawrence Gragg, located at said address as its initial Registered Agent.

SEMC, INC.
General Partner

By: 
Joseph Maniega, Vice President

Having been named Registered Agent for the above stated limited partnership, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 620.192 relative to keeping open said office.

By: 
Registered Agent

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Joseph Manteiga, Vice President of SEMC, Inc., a Florida corporation, constituting the sole general partner of SEMC, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being sworn, certified as follows:

1. The actual amount of capital contributions of the limited partners is \$1,300,000.00.
2. The total anticipated amount of the capital contributions of the limited partners is \$1,500,000.00.

This 12 day of November, 2001.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

SEMC, INC.

By:


Joseph Manteiga, Vice President

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