



A01000001572

ACCOUNT NO. : 072100000032

REFERENCE : 495887 161599A

AUTHORIZATION : *Patricia Pizante*

COST LIMIT : \$ 210.00

MJH

ORDER DATE : November 29, 2001

ORDER TIME : 11:30 AM

ORDER NO. : 495887-005

500004698595-3

CUSTOMER NO: 161599A

CUSTOMER: Mr. Jeffrey J. Wolfe  
Daryl Cramer & Associates, Pa

Suite 910  
515 North Flagler Drive  
West Palm Beach, FL 33401-5010

DOMESTIC FILING

NAME: ATRIUM FINANCING PARTNERSHIP,  
LTD.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (2) CERTIFIED COPY  
XX (2) PLAIN STAMPED COPY  
XX (2) CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118  
EXAMINER'S INITIALS:

RECEIVED  
01 NOV 29 PM 12:19  
DIVISION OF CORPORATION

01 NOV 29 PM 4:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
ATRIUM FINANCING PARTNERSHIP, LTD.**

1. The name of the limited partnership is "Atrium Financing Partnership, Ltd." (the "Limited Partnership").

2. The address of the Limited Partnership's office is c/o Daryl Cramer & Associates, P.A., 515 N. Flagler Drive, Suite 910, West Palm Beach, Florida 33401.

3. The name and address of the agent for service of process is Daryl Cramer & Associates, P.A., 515 N. Flagler Drive, Suite 910, West Palm Beach, Florida 33401.

4. The name and business address of the general partner of the Limited Partnership is as follows:

P01000108334  
Atrium General Partner, Inc.  
c/o Daryl Cramer & Associates, P.A.  
515 N. Flagler Drive, Suite 910  
West Palm Beach, Florida 33401

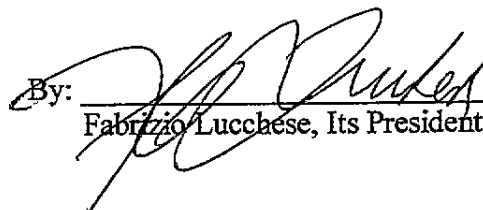
5. A mailing address for the Limited Partnership is c/o Daryl Cramer & Associates, P.A., 515 N. Flagler Drive, Suite 910, West Palm Beach, Florida 33401.

6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2051.

This Certificate of Limited Partnership of Atrium Financing Partnership, Ltd. has been executed on the 26<sup>th</sup> day of November, 2001. By such execution, the general partner whose signature is set forth below hereby affirms, under penalties of perjury, that the facts stated herein are true.

GENERAL PARTNER:

ATRIUM GENERAL PARTNER, INC., a  
Florida corporation

By:   
Fabrizio Lucchese, Its President

FILED  
01 NOV 29 PM 4:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby accepts appointment as Registered Agent of Atrium Financing Partnership, Ltd., pursuant to the terms of Section 620.192, Florida Statutes, as amended.

DARYL CRAMER & ASSOCIATES, P.A.

By: 

Daryl B. Cramer, President

## AFFIDAVIT

The undersigned, as general partner of Atrium Financing Partnership, Ltd., a Florida limited partnership (the "Limited Partnership"), pursuant to Section 620.108, Florida Statutes, hereby attests to the following:

1. The initial capital contribution of the limited partners of the Limited Partnership is One Hundred Dollars (\$100.00).

2. The total amount contributed and anticipated to be contributed by the limited partners of the Limited Partnership is One Thousand Dollars (\$1,000.00).

By such execution, the general partner of the Limited Partnership whose signature is set forth below, hereby affirms, under penalties of perjury that the facts stated herein are true.

GENERAL PARTNER:

ATRIUM GENERAL PARTNER, INC., a  
Florida corporation

By: 

Fabrizio Lucchese, Its President