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ATTORNEYS

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December 13, 2001

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Florida Department of State
Division of Corporations
P. O. Box 1500
Tallahassee, FL

A02-32


Re: JAPV, LTD.

JAPV, INC.
P-109457

Dear Ladies and Gentlemen:

Enclosed please find a Certificate of Limited Partnership and Acceptance of Registered Agent together with our check in the amount of \$87.50, together with an Affidavit re: Contributions and our check in the amount of \$52.50.

Very truly yours,



Muriel A. Funcheon
Paralegal
encs.

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DIVISION OF CORPORATIONS
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4p

FF \$87.50
CC 52.50

CERTIFICATE OF LIMITED PARTNERSHIP OF

JAPV, LTD.

A Florida Limited Partnership

The undersigned general partner of JAPV, LTD., a Florida limited partnership (the "General Partner") desires to form a partnership pursuant to the Florida Revised Uniform Limited Partnership Act of 1986 as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is JAPV, LTD.
2. The address of the office of the Partnership is 1630 S. Congress Avenue, Suite 201, Palm Springs, FL 33461.
3. The name and address of the agent for service of process of the Partnership is JAPV, INC., 1630 S. Congress Avenue, Suite 201, Palm Springs, FL 33461.
4. The name and business address of the General Partner is JAPV, INC., 1630 S. Congress Avenue, Suite 201, Palm Springs, FL 33461.
5. The mailing address of the Partnership is 1630 S. Congress Avenue, Suite 201, Palm Springs, FL 33461.
6. The latest date upon which the Partnership shall dissolve is no later than December 31, 2039, unless the Partners agree to extend the term.
7. The Partnership shall be effective upon the filing of this Certificate of Limited Partnership (the "Certificate") with the State of Florida, Department of State.

This Certificate is duly executed and is being filed in accordance with Section 620.108 of the Florida Revised Uniform Limited Partnership Act of 1986, as amended.

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 by the General Partner of JAPV, LTD. this 17 day of September, 1999.

GENERAL PARTNER:

JAPV, INC.

BY:

Joseph A. Vassallo, President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for JAPV, LTD., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership I, on behalf of the Partnership hereby agrees to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of the registered agent.

JAPV, INC., Registered Agent
Registered Agent

BY: _____

Joseph A. Vassallo, President

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AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA)
COUNTY OF PALM BEACH) SS:

I, JOSEPH A. VASSALLO, as President of JAPV, Inc., which corporation is the General Partner of JAPV, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership", being duly sworn, certifies as follows:

1. The amount of capital contributions to be made by the Limited Partners to the Partnership is \$2,500.00. The total amount of capital anticipated to be contributed by the Limited Partners to the Partnership at this time totals \$10,000.00.

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

Dated: Sept 17, 1999.

GENERAL PARTNER:

JAPV, INC.

BY:

Joseph A. Vassallo, President

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STATE OF FLORIDA)
COUNTY OF PALM BEACH) SS:

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally appeared Joseph A. Vassallo, in his capacity as President of JAPV, Inc. the General Partner of JAPV, LTD., known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contribution, and he acknowledged to me and before me that he executed this Affidavit freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid this 17 day of September, 1999.

Muriel A. Funcheon
Notary Public

State of Florida at Large

Muriel A. Funcheon
Typed or Printed Name of Notary

My commission expires:

