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Florida Department of State
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DIVISION OF CORPORATIONS

FLORIDA LIMITED PARTNERSHIP

North 10 Capital Associates, Ltd.

Name Availability	
Document Examiner	DCC
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Acknowledgement	DCC
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Certificate of Status	0
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This Certificate is being filed simultaneously with the Articles of its general partner North 10 Capital Associates, Inc.

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TC
\$49,500.00 5/31/2002



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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
NORTH 10 CAPITAL ASSOCIATES, LTD.**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership is North 10 Capital Associates, Ltd. (the "Partnership").

2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act") is c/o North 10 Capital Associates, Inc., 1601 Belvedere Suite 407S, West Palm Beach, Florida 33406, Attention: Paul Mapes.

3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act are North 10 Capital Associates, Inc., 1601 Belvedere Road, Suite 407S, West Palm Beach, Florida 33406.

4. The name and business address of the General Partner of the Partnership are North 10 Associates, Inc., Attention: Paul Mapes, 1601 Belvedere Road, Suite 407S, West Palm Beach, Florida 33406.

5. A mailing address for the Partnership is c/o North 10 Associates, Inc., Attention: Paul Mapes, 1601 Belvedere Road, Suite 407S, West Palm Beach, Florida 33406.

6. The latest date upon which the Partnership is to dissolve is September 22, 2027, unless terminated sooner in accordance with the provisions of the Limited Partnership Agreement.

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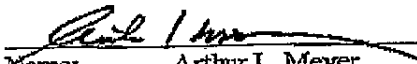
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IN WITNESS WHEREOF, the undersigned, being the general partner of the Partnership, has duly executed this Certificate of Limited Partnership of North 10 Capital Associates, Ltd., this 29th day of May, 2002, for filing in accordance with Section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986).

This Certificate of Limited Partnership shall be effective upon filing.

GENERAL PARTNER:

NORTH 10 ASSOCIATES, INC.


Name: Arthur I. Meyer
Title: President

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**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

THE UNDERSIGNED, named as the agent for service of process in paragraph three of the Certificate of Limited Partnership of North 10 Capital Associates, Ltd., hereby accepts the appointment as such registered agent, and acknowledges that it is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act (1986).

DATED this 29th day of May, 2002.

NORTH 10 ASSOCIATES, INC.

Paul Mapes

Name: Paul Mapes
Title: C.F.O.

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**AFFIDAVIT DECLARING AMOUNT OF
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF
NORTH 10 CAPITAL ASSOCIATES, LTD.**

The undersigned, being the General Partner of North 10 Capital Associates, Ltd. (the "Partnership"), a Florida limited partnership, certifies as follows:

Upon the formation of the Partnership, the limited partners' contributions of cash and property to the Partnership have a value of \$49,500. No additional capital contributions are anticipated to be made by the limited partners.

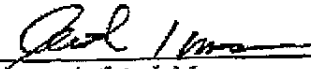
It is the intention of the Partnership that this Affidavit be filed with the Department of State of the State of Florida, along with the Certificate of Limited Partnership.

FURTHER AFFIANT SAYETH NOT.

Under the 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:

NORTH 10 ASSOCIATES, INC.


Name: Arthur I. Meyer
Title: President

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