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To:

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Fax Number : (850) 205-0383

From:

Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001363
Phone : (305) 374-5600
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DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

FLORIDA LIMITED PARTNERSHIP

ROYAL PALM CAPITAL ADVISERS, LTD.

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Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$140.00

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
ROYAL PALM CAPITAL ADVISERS, LTD.**

The undersigned, being the General Partner of Royal Palm Capital Advisers, Ltd., a Florida limited partnership, does hereby execute this Certificate, and hereby affirms, under penalty of perjury, that the facts stated hereinbelow are true:

1. The name of the limited partnership is:

Royal Palm Capital Advisers, Ltd.

2. The address of the record keeping office of the limited partnership is:

2650 North Military Trail, Suite 240
Boca Raton, Florida 33431-7391

3. The name and address of the agent for service of process on the limited partnership is:

American Information Services, Inc.
One Southeast Third Avenue, Suite 2800
Miami, FL 33131

4. The name and business address of the General Partner is :

Royal Palm Capital Advisers, Inc.
2650 North Military Trail, Suite 240
Boca Raton, Florida 33431-7391

5. The mailing address for the limited partnership is:

Royal Palm Capital Advisers, Ltd.
2650 North Military Trail, Suite 240
Boca Raton, Florida 33431-7391

6. The latest date upon which the limited partnership is to dissolve is:

December 31, 2052.

**ROYAL PALM CAPITAL ADVISERS,
INC.**

By: 
Richard C. Rochon, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

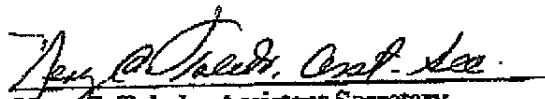
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ACCEPTANCE OF REGISTERED AGENT

The undersigned, American Information Services, Inc., having a business address of One Southeast Third Avenue, Suite 2800, Miami, FL 33131, does hereby accept its appointment as Registered Agent of **ROYAL PALM CAPITAL ADVISERS, LTD.**, a Florida limited partnership.

**AMERICAN INFORMATION
SERVICES, INC.**


Nery C. Toledo, Assistant Secretary

Date: September 17, 2002

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting the general partner of **ROYAL PALM CAPITAL ADVISERS, LTD.**, a Florida limited partnership, certifies:

The amount of capital contributions to date of the limited partners is \$ 100.00.

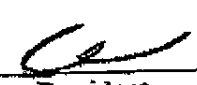
The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 100.00.

Further affiant sayeth not.

Under the penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Dated this 17 day of September, 2002.

**ROYAL PALM CAPITAL ADVISERS,
INC., as general partner**

By: 

Richard C. Rochon, President

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