

DEC 30-2002 11:40 AM NASON, YEAGER 01 86 5442 P. 01/04
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Florida Department of State
Division of Corporations
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Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : NASON, YEAGER, GERSON, WHITE & LIOCE, P.A.
Account Number : 073222003555
Phone : (561) 686-3307
Fax Number : (561) 686-5442

FLORIDA LIMITED PARTNERSHIP

NBAD Holdings, Ltd.

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

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
NBAD HOLDINGS, LTD.**

The undersigned, desiring to form a limited partnership in accordance with the Florida Revised Uniform Limited Partnership Act and being duly sworn does hereby certify as follows:

1. The name of the Partnership is the NBAD Holdings, Ltd..
2. The principal place of business of the Partnership is located at 1001 S.E. Monterey Commons Boulevard, Stuart, Florida 34996. The name of the Registered Agent of the Partnership at such address is Norman Bennett.

3. The name and business address of each General Partner is as follows:

Norman Bennett
1001 S.E. Monterey Commons Boulevard
Stuart, Florida 34996

Alpana Desai
1001 S.E. Monterey Commons Boulevard
Stuart, Florida 34996

4. The mailing address of the Partnership is 1001 S.E. Monterey Commons Boulevard, Stuart, Florida 34996.

5. The Partnership's existence shall begin upon the filing of this Certificate with the Department of State of Florida and shall continue until 12:00 o'clock noon on December 31, 2052, unless sooner terminated pursuant to the terms of the Limited Partnership Agreement.

IN WITNESS WHEREOF, the undersigned have executed this Certificate as the General Partners this 26 day of December, 2002.

Witnesses:


Print Name: _____
Print Name: _____

General Partners:


Norman Bennett

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Alfana Desai
 Print Name:

Alfana Desai
 Alfana Desai

Katharine S. Stead
 Print Name:

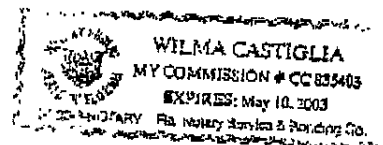
STATE OF FLORIDA)
) SS:
 COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 26th day of December, 2002, by NORMAN BENNETT, who is not/is personally known to me, who has produced identification, and who did/did not take an oath.

Wilma Castiglia
 Notary Public

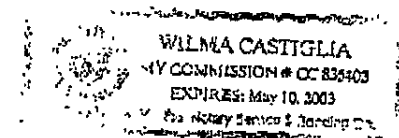
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STATE OF FLORIDA)
) SS:
 COUNTY OF PALM BEACH)



The foregoing instrument was acknowledged before me this 26th day of December, 2002, by ALPANA DESAI, who is not/is personally known to me, who has produced identification, and who did/did not take an oath.

Wilma Castiglia
 Notary Public

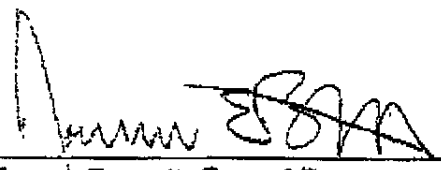


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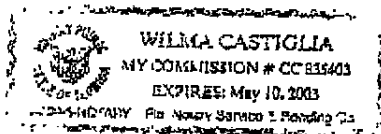
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AFFIDAVIT OF CAPITAL CONTRIBUTION

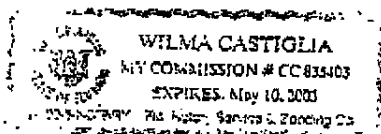
The undersigned, being all of the General Partners of NBAD Holdings, Ltd., a Florida limited partnership, hereby certify that the limited partners of the Partnership will be contributing certain property to the Partnership, the value of which is \$980.00. A total capital contribution of \$1,000.00 is anticipated.


Norman Bennett, General Partner

Sworn to and subscribed before me this
26th day of DECEMBER, 2002.


Notary Public
Alpina Desai, General Partner

Sworn to and subscribed before me this
26th day of DECEMBER, 2002.


Notary Public

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