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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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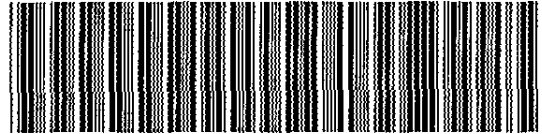
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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03 JAN 23 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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JB  
1-27-03

FF # 1785  
CC 52.50

**MICHAEL D. TANNENBAUM**

*Attorney at Law*

2161 PALM BEACH LAKES BLVD.  
SUITE 304

WEST PALM BEACH, FLORIDA 33409

Telephone (561) 471-1406

Fax (561) 683-7551

January 8, 2003

Secretary of State  
Division of Corporations  
P.O. Box 5588  
Tallahassee, FL 32314

RE: Filing of Certificate of Limited Partnership  
Nelmartha Associates, Ltd.

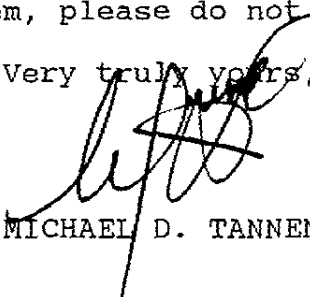
Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the **Certificate of Limited Partnership** of the Nelmartha Associates, Ltd. Also enclosed is a check in the sum of \$1,837.50 which represents the filing fee and the Certified Copy Fee.

Please file the enclosed Certificate of Limited Partnership and return the certified copy to me in the enclosed self-addressed, envelope.

If there is a problem, please do not hesitate to call.

Very truly yours,

  
MICHAEL D. TANNENBAUM

MDT/cd

Encl.

03 JAN 23 AM 9:33  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
Nelmarta Associates, Ltd.  
a Florida Limited Partnership**

The undersigned general partners desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is Nelmarta Associates, Ltd.
2. The address of the office of the Partnership is 2609 Woolbright Road, Suite 5, Boynton Beach, FL 33436.
3. The name and address of the agent for services of process on the Partnership is Nelson Lopez, 2609 Woolbright Road, Suite 5, Boynton Beach, FL 33436.
4. The names and business addresses of the general partners are as follows:

Nelson Lopez  
2609 Woolbright Road, Suite 5  
Boynton Beach, FL 33436

5. The mailing address of the Partnership is 2609 Woolbright Road, Suite 5, Boynton Beach, FL 33436.
6. The latest date upon which the Partnership shall dissolve is December 31, 2022.

The execution of this certificate by the undersigned general partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

JAN 23 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
AND  
RECORDED

IN WITNESS WHEREOF, this Certificate of Limited Partnership  
has been executed by all of the general partners of Nelmarta  
Associates, Ltd., this 30 day of December, 2002

GENERAL PARTNERS

  
\_\_\_\_\_  
Nelson Lopez

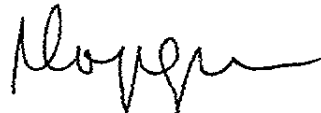
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TALLAHASSEE, FLORIDA

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FILED

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for Nelmartha Associates, Ltd., a Florida Limited Partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree 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 registered agent.

REGISTERED AGENT



NELSON LOPEZ

APPROVED  
AND  
FILED

03 JAN 23 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF PALM BEACH

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned personally appeared Nelson Lopez, one of the general partners of Nelmarta Associates, Ltd., a Florida Limited Partnership, hereinafter referred to as the "Partnership," who upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the Limited Partners is as follows:

ONE MILLION DOLLARS (\$1,000,000.00)

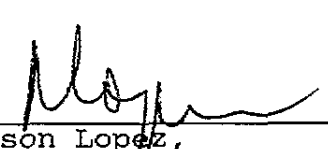
2. The amount of additional capital contribution anticipated to be contributed by the Limited Partners is as follows:

NONE

FURTHER AFFIANT SAYETH NOT.

Under 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.

DATED: 12/30/02

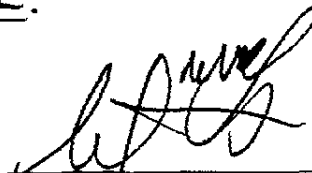
  
Nelson Lopez,  
General Partner

03 JAN 23 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Nelson Lopez, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 30, day of December, 2002.

  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires



ATTEST  
AND  
FILED  
03 JAN 23 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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