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CERTIFICATE OF LIMITED PARTNERSHIP OF

AMERI-SECURITIES, LTD.

a Florida Limited Partnership

The undersigned, being desirous of forming a limited partnership pursuant to the laws of the state of Florida, hereby certifies as follows:

- (1) <u>Name of Limited Partnership</u>. The name of the limited partnership is **AMERI-SECURITIES**, LTD., a Florida limited partnership (the "Partnership").
- (2) Agent for Service of Process: Address of Registered Agent. The initial agent of the Partnership for service of process shall be Larry J. Woerner, Inc., a Florida corporation, 777 S. Flagler Drive, Suite 132 Phillips Point West Tower, West Palm Beach, FL 33401.
- (3) <u>General Partner</u>. The name and business address of the sole initial general partner of the Partnership are as follows:

<u>Name</u> Larry J. Woerner, Inc. #P97000109165

<u>Address</u>

777 S. Flagler Drive

Suite 132 Phillips Point West Tower West Palm Beach, FL 33401

- (4) <u>Mailing Address of Partnership</u>. The mailing address of the Partnership is 777 S. Flagler Drive, Suite 132 Phillips Point West Tower, West Palm Beach, FL 33401.
- (5) <u>Date of Dissolution</u>. The latest date on which the Partnership is to dissolve is December 31, 2034.
- (6) <u>Capital Contributions</u>. Pursuant to Florida Statute Section 620.108, an affidavit setting forth the present and anticipated capital contributions of the limited partners of the Partnership is attached hereto as *Exhibit A*.

IN WITNESS WHEREOF, the undersigned General Partner has executed this Certificate of Limited Partnership on this 11th day of March, 2004.

LARRY J. WOERNER, INC.

seph R. Panzl, Vice President

ACCEPTANCE OF APPOINTMENT

The undersigned, LARRY J. WOERNER, INC., by its Vice President, Joseph R. Panzl, hereby acknowledges and accepts its appointment as registered agent of AMERI-SECURITIES, LTD., a Florida limited partnership (the "Partnership"), and agrees to act in that capacity and to comply with the provisions of the Florida Limited Partnership Act relative thereto. The undersigned is familiar with, and accepts, the obligations of a registered agent appointed as provided for in Chapter 620 of the Florida Statutes.

Dated this 11th day of March, 2004.

LARRY J. WOERNER, INC.

oseph R. Panzl, Vice President

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EXHIBIT A

AFFIDAVIT OF CAPITAL CONTRIBUTIONS OF AMERI-SECURITIES, LTD.

a Florida limited partnership



The undersigned, being the sole general partner of AMERI-SECURITIES, LTD. (the "Partnership"), having been first duly sworn, hereby declares as follows:

- (1) The limited partners of the Partnership have made initial capital contributions to the Partnership in the amount of \$2,500.
- (2) The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$2,500.

FURTHER AFFIANT SAYETH NOT.

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		LARRY J. WOERNER, INC. Florida corporation Fy: Joseph R. Porr
		By: Joseph R. Panzl, Vice President
STATE OF FLORIDA)	
COUNTY OF ORANGE) SS.)	
Before me, the under	signed authority, per	rsonally appeared Joseph R. Panzl, who is the

Before me, the undersigned authority, personally appeared Joseph R. Panzl, who is the Vice President of LARRY J. WOERNER, INC., a Florida corporation, and who is personally known to me, and, having been duly sworn, acknowledged that he signed the foregoing for the purposes set forth therein.

Dated this 11th day of March, 2004.

Theress A Leduc
My Commission DD064497
Expires September 04, 2006

Notary Public, State of Florida

Print Name: Theresa A. Leduc

Commission Expires: 99-4-05