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FLORIDA LIMITED PARTNERSHIP

NMS EQUITY INVESTORS, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$1,837.50

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J. BRYAN III 16 2004

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**CERTIFICATE OF LIMITED
PARTNERSHIP OF
NMS EQUITY INVESTORS, LTD.**

The undersigned, desiring to form a limited partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), hereby states the following:

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TALLAHASSEE, FLORIDA

1. Name of Limited Partnership. The name of the limited partnership is:

NMS Equity Investors, Ltd.
(the "Partnership")

2. Address of the Partnership. The office address of the Partnership is located at:

3801 PGA Boulevard, Suite 600
Palm Beach Gardens, Florida 33410

3. Registered Agent and Office. The name and address of the registered agent of the Partnership for service of process pursuant to Section 620.105, Florida Statutes, are:

REGSERV CORP.
3801 PGA Boulevard, Suite 600
Palm Beach Gardens, Florida 33410

4. Name and Address of the General Partner. The name and address of the sole general partner of the Partnership are:

NMS Equity, LLC #L04000052169
3801 PGA Boulevard, Suite 600
Palm Beach Gardens, Florida 33410

5. Mailing Address of the Partnership. The mailing address of the Partnership is:

3801 PGA Boulevard, Suite 600
Palm Beach Gardens, Florida 33410

6. Effective Date of Limited Partnership. The effective date of the Partnership shall be the date the Certificate is filed with the Secretary of State of Florida.

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7. Dissolution of the Partnership. The latest date upon which the Partnership is to dissolve is December 31, 2104.

The execution of this Certificate of Limited Partnership by the undersigned sole General Partner of the Partnership constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership this 13th day of July, 2004.

NMS EQUITY, LLC, a Florida limited liability company,
Sole General Partner

By:


Bruce A. Rendina, Sole Member

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP, AT THE PLACE DESIGNATED IN NUMBER 3 OF THIS CERTIFICATE OF LIMITED PARTNERSHIP, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

Dated this 13th day of July, 2004.

REGSERV CORP., a Florida corporation

By:


Lawrence J. Diamond, Vice President

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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

BEFORE ME, the undersigned notary public, personally appeared Bruce A. Rendina, Sole Member of NMS Equity, LLC, a Florida limited liability company, which is the sole general partner of NMS Equity Investors, Ltd., a Florida limited partnership (the "Partnership"), whose business address is 3801 PGA Boulevard, Suite 600, Palm Beach Gardens, Florida 33410, who, upon being duly sworn, certifies on behalf of the Partnership the following:

1. The amount of initial and anticipated capital contributions to the Partnership made by the limited partners is \$4,600,000.00.

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: July 13, 2004.

NMS EQUITY, LLC, a Florida limited liability company,
Sole General Partner

By: 
Bruce A. Rendina, Sole Member

Sent By: #;

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JUL-15-04 4:08PM;

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Sworn to and subscribed before me this 13th day of July, 2004 by Bruce A. Rendina, as Sole Member of NMS Equity, LLC, a Florida limited liability company, on behalf of the limited liability company. Personally known ☒ or produced _____ as identification.

NOTARY PUBLIC



(NOTARIAL SEAL)

Sign: Amy Ackard Lowe

Print: Amy Ackard Lowe

State of Florida at Large

My commission expires: 5-11-08

Serial Number, if any: _____

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