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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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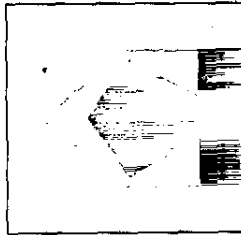
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 18, 2004

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: DP-TA Associates, Ltd.

Ladies and Gentlemen:

With reference to the formation of the aforementioned entity as a Florida limited partnership, enclosed herewith are the following original document and instrument, to wit:

1. Certificate of Limited Partnership of DP-TA Associates, Ltd., executed by its corporate general partner, Newcaster Devcorp, Inc., a Florida corporation, on August 18, 2004, and which has attached to it the Limited Partnership Registered Agent Designation and the Affidavit of Capital Contributions, both of which have also been executed by Newcaster Devcorp, Inc. and the Resident Agent where appropriate; and
2. The undersigned's trust account check number 2523 made payable to the Florida Secretary of State, in the amount of \$140.00, which represents the filing fee for the formation of same based upon an initial contribution of \$1,000.00 by the partners (i.e., \$52.50), a certified copy of the certificate (i.e., \$52.50) and the resident agent designation form (i.e., \$35.00).

Once the limited partnership has been formed, kindly return the certified copy of the Certificate to the undersigned.

Sincerely yours,

Victor L. Stosik
General Counsel

VLS/ap
Enclosures

CERTIFICATE OF LIMITED PARTNERSHIP
OF
DP-TA ASSOCIATES, LTD.

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The undersigned General Partner, desiring to form a limited partnership pursuant to Section 620.108 of the Florida Statutes, does hereby certify and swear to the following:

1. The name of the limited partnership is DP-TA ASSOCIATES, LTD.
2. The location of the principal place of business of the limited partnership is 703 Waterford Way, Suite 800, Miami, Florida 33126-4677.
3. The name of the agent for service of process on the limited partnership required to be maintained pursuant to the provisions of Section 620.105 of the Florida Statutes is W. Douglas Pitts, whose address is 703 Waterford Way, Suite 800, Miami, Florida 33126-4677.
4. The name and business address of the general partner is NEWCASTER DEVCORP, INC., a Florida corporation, 703 Waterford Way, Suite 800, Miami, Florida 33126-4677.
P96-34735
5. The mailing address for DP-TA ASSOCIATES, LTD., is 703 Waterford Way, Suite 800, Miami, Florida 33126-4677
6. The latest date upon which the limited partnership is to dissolve is December 31, 2054, unless otherwise agreed in writing by the partners.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the General Partner of DP-TA ASSOCIATES, LTD., this 18th day of August, 2004.

GENERAL PARTNER:

NEWCASTER DEVCORP, INC., a Florida
corporation

By: _____

Elias Vassilaros
Executive Vice-President

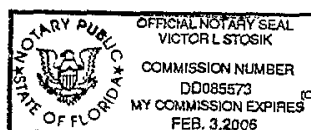
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, personally appeared Elias Vassilaros, known to me to be Executive Vice-President of NEWCASTER DEVCORP, INC., a Florida corporation, the General Partner of DP-TA ASSOCIATES, LTD., in the foregoing instrument, and known to me to be the person who executed the same, and he acknowledged before me that said instrument is his act and deed and that he executed the same for the purposes therein expressed in the capacities stated herein. He is personally known to me and did/did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 18th day of August, 2004.

Name: _____
Notary Public, State of Florida

My Commission Expires:



LIMITED PARTNERSHIP REGISTERED AGENT DESIGNATION **FILED**

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

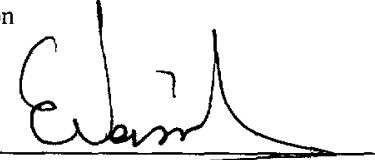
IN COMPLIANCE WITH SECTION 620.105(2), FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

DP-TA ASSOCIATES, LTD., with its principal place of business at 703 Waterford Way, Suite 800,
Miami, Florida 33126-4677, has named W. Douglas Pitts, located at 703 Waterford Way, Suite
800, Miami, State of Florida, as its Agent to accept service of process within Florida.

GENERAL PARTNER:

NEWCASTER DEVCORP, INC., a Florida
corporation

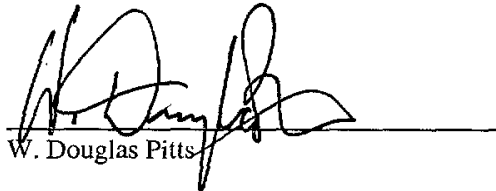
By:



Elias Vassilaros
Executive Vice-President

Date: August 18, 2004

Having been named to accept service of process as statutory registered agent for the above stated
limited partnership, at the place designated in this certificate, I hereby agree to act in that capacity,
and I further agree to comply with the provisions of all statutes relative to the proper and complete
performance of my duties, and I accept the duties and obligations of Section 620.192 Florida
Statutes.



W. Douglas Pitts

Date: August 18, 2004

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared ELIAS VASSILAROS, the Executive Vice President of NEWCASTER DEVCORP, INC., a Florida corporation, and the general partner of DP-TA ASSOCIATES LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", who, upon being duly sworn, certified as follows:

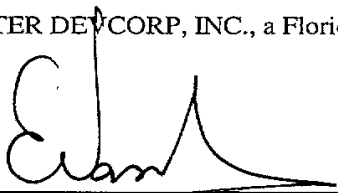
1. The amount of the initial capital contributions made by the limited partners to the Partnership is, in the aggregate, \$1,000.00.
2. At this time, the anticipated amount of the capital contributions to be made by the limited partners to the Partnership is, in the aggregate, \$6,500.00.

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.

GENERAL PARTNER:

NEWCASTER DEVCORP, INC., a Florida
corporation

By:



Elias Vassilaros
Executive Vice President

Date: August 18 2004
Miami, Florida

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 Elias Vassilaros, as Executive Vice President of Newcaster Devcorp, Inc., a Florida corporation and the General Partner of DP-TA Associates, Ltd., 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 the President of the General Partner of said Partnership. He is personally known to me and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 18th day of August, 2004.



Name: _____

Notary Public, State of Florida

My Commission Expires:

