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Florida Department of State
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DIVISION OF CORPORATIONS

FLORIDA LIMITED PARTNERSHIP

ROHEMI LTD.

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

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J. BRYAN JAN - 3 2005

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CERTIFICATE OF LIMITED PARTNERSHIP

1. Rohemi Investments Partnership, a Florida partnership, has been converted to a limited partnership.
2. The new name of the limited partnership is Rohemi Ltd. (the "Limited Partnership")
3. The conversion from partnership to limited partnership was approved unanimously by the partners.
4. The conversion shall take effect upon the filing when this Certificate of Limited Partnership is filed.
5. The business address of the Limited Partnership is 136 Center Street, Naples, FL 34108.
6. The name and address of the Registered Agent for Service of Process for the Limited Partnership is Hendrik Morelisse, Jr., 136 Center Street, Naples, Florida 34108.
7. The mailing address of the Limited Partnership is 136 Center Street, Naples, FL 34108.
8. The Limited Partnership shall be perpetual.
9. The name of the general partner is Silcar, LLC, a Texas limited liability company which has been duly authorized to transact business in the State of Florida. The street address of the general partner is 136 Center Street, Naples, Florida 34108.

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 30 day of December, 2004.

Silcar LLC,
a Texas limited liability company

By: [Signature]
Henk Morelisse, Jr., Manager

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

By: _____

Hendrik Morelisse, Jr.

Dated: December 30, 2004

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR
FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of Rohemi, Ltd., a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$7,726,599.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$7,726,599.00.

Signed this 30th day of December, 2004.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Silcar LLC,
a Texas limited liability company

By: Henk Morelisse, Jr., Manager

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