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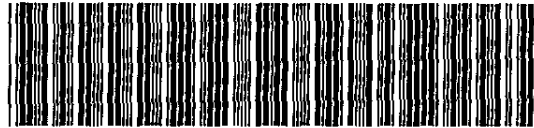
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TALLAHASSEE, FLORIDA

MAY 12 2006

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May 3, 2006

Please Respond to Jupiter Office

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Via FedEx Standard Overnight Delivery

Re: Certificate of Limited Partnership of Pande Holdings, Ltd.
Our File No.: 1294.601

Dear Sir or Madam:

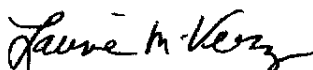
Enclosed please find the following:

1. Certificate of Limited Partnership of Pande Holdings, Ltd. (in duplicate);
2. Check made payable to the Florida Department of State for the following fees:

| | |
|------------------------------------|-------------------|
| Certificate of Limited Partnership | \$965.00 |
| Registered Agent Designation | 35.00 |
| Certificate of Status | 8.75 |
| Certified Copy | <u>52.50</u> |
| Total Filing Fees Due | \$1,061.25 |

Please file the Certificate of Limited Partnership with attached Registered Agent Designation and return a certified copy and certificate of status to our office in the return envelope provided. If you have any questions, please contact me, as I am the legal assistant assigned to this matter.

Sincerely,



Laurie M. Verzi
Legal Assistant

:lmv
Enclosures

CERTIFICATE OF LIMITED PARTNERSHIP

OF

PANDE HOLDINGS, LTD.

FILED

06 MAY -4 AM 8:06

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned Partners hereby make and file this Certificate of Limited Partnership for Pande Holdings, Ltd., hereinafter referred to as the Partnership.

1. Name of Partnership. The name of the Partnership is Pande Holdings, Ltd.

2. Character of Business. The business and purpose of the Partnership is to operate Investments with a view to generating Distributions or capital appreciation; to provide structured and centralized management; to permit passive investment and ownership; to offer a vehicle for optional and continued investment where diversity and economies of scale may be realized; to offer an entity where risk management and banking can be undertaken for profit or at less cost to Partners; to provide a vehicle for association of family for business undertakings and investment policy; to offer a vehicle for assignment of a Partner's interest in the event disharmony among any particular Partner and other Partners develops, but to restrict nonfamily involvement with the business of the Partnership; to insulate non-management Partners from liability; and to perform any acts necessary or appropriate to accomplish the foregoing purposes; and to carry on such other activities in furtherance of any other purpose as is not prohibited by law.

3. Location of Principal Place of Business and Mailing Address. The principal place of business, and mailing address, of the Partnership shall be located at 18345 SE Village Circle Drive, Tequesta, FL 33469, or at such other place or places as the General Partners may, from time to time, determine. The above listed address will also be the mailing address.

4. Registered Agent. The initial registered agent of the Partnership shall be James R. Pande, and his address is 19161 SE Reach Island Lane, Jupiter, FL 33458.

5. Name and Place of Residence of General Partner. The name and address of the General Partner is:

Pande Management, Inc. 906000054873
18345 SE Village Circle Drive
Tequesta, FL 33469

6. Term. The Partnership and the limitation of liability of the Limited Partners shall commence on the date on which this Certificate of Limited partnership is filed with the Florida Department of State. The Partnership shall continue until 2056, unless sooner terminated as provided in the Agreement of Limited Partnership.

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals on the
3rd day of May, 2006.

GENERAL PARTNER
Pande Management, Inc.

(SEAL)

By:

James R. Pande
James R. Pande President

ATTEST:

Maude E. Pande
Maude E. Pande, Secretary

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

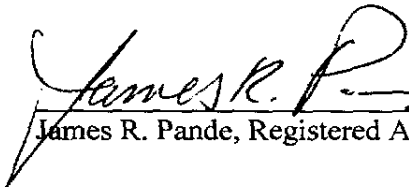
In compliance with Florida Statutes, the following is submitted:

Pande Holdings, Ltd., a Florida limited partnership, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Certificate of Limited Partnership, State of Florida, has named James R. Pande, located at 19161 SE Reach Island Lane, Jupiter, FL 33458, as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

ACKNOWLEDGEMENT AND ACCEPTANCE

Having been named to accept service of process for the above stated Limited Partnership, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATE: May 3, 2006


James R. Pande, Registered Agent

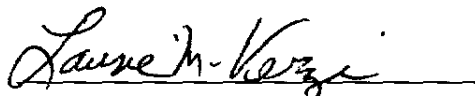
STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

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TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 3rd day of May, 2006, by James R. Pande,

☒ who is personally known to me
☐ who has produced _____ as identification

and who did take an oath, and who acknowledged before me that he executed the same as his free and voluntary act for the uses and purposes therein set forth.



(Print name of Notary)

Notary Public

Commission Number: _____

