

CORPORATION (INCORPORATED)  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32310  
904-222-0101  
904-222-6193

**CSC networks**

MAIL TO:  
P.O. BOX 5828  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 546791 7084A

AUTHORIZATION :

COST LIMIT :

87.50 Patucia Pzyk

ORDER DATE : February 22, 1995

ORDER TIME : 10:15 AM

ORDER NO. : 546791

CUSTOMER NO: 7084A

CUSTOMER: Terry Vidal, Legal Asst  
BRONSON & MIGLIACCIO

287 Bowman Avenue

Purchase, NY 10577

DOMESTIC FILING

NAME: SPI ENVIRONMENTAL FUNDING  
ASSOCIATES, LTD.

☐ ARTICLES OF INCORPORATION  
☒ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS: CM

FILED  
95 FEB 22 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
95 FEB 22 AM 11:14  
DIVISION OF CORPORATION

2-22

CERTIFICATE OF LIMITED PARTNERSHIP  
OF

SPI ENVIRONMENTAL FUNDING ASSOCIATES, LTD.

(a Florida limited partnership)

FILED  
95 FEB 22 PM 2:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, certifies as follows:

1. Partnership Name. The name of the partnership is SPI Environmental Funding Associates, Ltd. (the "Partnership").
2. Partnership Office and Mailing Address. The office of the Partnership and its mailing address are: 4747 North Ocean Drive, #203, Ft. Lauderdale, FL 33308.
3. Name and Address of Registered Agent. The name and address of the registered agent of the Partnership are: Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301.
4. Name and Address of General Partner. The name and business address of the general partner are: SPI Associates, Inc., 4747 North Ocean Drive, #203, Ft. Lauderdale, FL 33308.
5. Dissolution. The latest date upon which the Partnership may dissolve is December 31, 2045.
6. Affidavit Regarding Capital. The affidavit regarding capital contributions is attached hereto.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the general partner of SPI Environmental Funding Associates, Ltd., this 21<sup>st</sup> day of February, 1995.

GENERAL PARTNER

SPI Associates, Inc.

By: Edward A. McKay  
Edward A. McKay,  
Chairman and Secretary

STATE OF N.Y. )  
 ) ss:  
COUNTY OF N.Y. )

The foregoing Certificate of Limited Partnership as sworn to acknowledged before me this 21<sup>st</sup> day of February, 1995, by Edward A. McKay, Chairman and Secretary of SPI Associates, Inc., the General Partner of SPI Environmental Funding Associates, Ltd., on behalf of the corporation and partnership, who is personally known to me ~~OR who produced xxxxxxxx~~ and who did not take an oath.

H. BRUCE BRONSON JR.  
NOTARY PUBLIC, STATE OF NEW YORK  
NO. 4722265 NEW YORK CO.  
MY COMMISSION EXPIRES OCT 31, 1996

H. Bruce Bronson Jr.  
Notary Signature  
H Bruce Bronson Jr  
Print Notary Name

NOTARY PUBLIC

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95 FEB 22 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

My Commission Expires:

#### ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as registered agent for SPI Environmental Funding Associates, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

CORPORATION SERVICE COMPANY

By: Gail Shelby  
Gail Shelby as agent

AFFIDAVIT REGARDING CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared Edward A. McKay, affiant herein, who being sworn on oath deposes and says:

1. I am the Chairman and Secretary of SPI Associates, Inc., the general partner of SPI Environmental Funding Associates, Ltd., a Florida limited partnership (the "Partnership").
2. The limited partner of the Partnership has contributed capital in the sum of \$100.
3. The anticipated amount of the capital contributions of the limited partner is \$100.00.
4. Under penalties of perjury, I declare that I have examined this Affidavit and to the best of my knowledge and belief it is true, correct and complete.

FILED  
FEB 2 PM 16  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

Edward A. McKay  
Edward A. McKay

SWORN TO AND SUBSCRIBED before me this 21<sup>st</sup> day of February, 1995, by Edward A. McKay, who is personally known to me ~~OR who produced~~ and who did not take an oath.

H. Bruce Bronson Jr.  
Print Notary Name

H. BRUCE BRONSON JR.  
NOTARY PUBLIC, STATE OF NEW YORK  
NO. 472285 NEW YORK CO.  
MY COMMISSION EXPIRES OCT. 31, 1996

NOTARY PUBLIC

My Commission Expires: