

1201 HAYS STREET
TALLAHASSEE, FL 32301

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ACCOUNT NO. : 07210000000000

REFERENCE : 071500 4336650

AUTHORIZATION :

COST METHOD : 4 PREPAID

ORDER DATE : March 6, 1996

ORDER TIME : 11:36 AM

ORDER NO. : 071500

CUSTOMER NO. : 4336650

CUSTOMER : Robert Hudson, Jr., Esq.
BOKER & MCKENZIE

Suite 1600
201 Peachtree Avenue
Miami, FL 33141

DOMESTIC FILING

NAME : GEORGE FINANCE, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
☒ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

600001740166
-03/12/96--01104--003
****157.50 ****157.50

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C. COPY 52.50
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T. TAX

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BAKER & MCKENZIE
ATTORNEYS AT LAW

SUITE 1000
BARNETT TOWER
701 BRICKELL AVENUE
MIAMI, FLORIDA 33131-2027
TELEPHONE (305) 789-8000
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VALENCIA
WASHINGTON D.C.

ROBERT F. HUDSON, JR.
CHIEF OF COUNSEL

March 5, 1996

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

Re: Sloan Finance, Ltd.

Dear Sir/Madame:

Enclosed please find the original plus one copy of the Certificate of Limited Partnership of Sloan Finance, Ltd., plus a check in the amount of \$157.50 to cover for the filing and certification fee. Once the Certificate of Limited Partnership has been filed with your office, kindly return a certified copy to the messenger service who is delivering this letter.

Should you have any questions or comments, please do not hesitate to contact us.

Very truly yours,

R. F. Hudson, Jr.
Robert F. Hudson, Jr.

Enclosure
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SLOMAN FINANCE, LTD.
a Florida limited partnership**

1. The name of this limited partnership is Sloman Finance, Ltd. (the "Partnership").
2. The principal place of business and the mailing address of the Partnership is:

701 Brickell Avenue
Suite 850
Miami, Florida 33131

3. The name and address of the registered agent of the Partnership is:

John S. Sullivan
c/o PRS International
701 Brickell Avenue, Suite 850
Miami, Florida 33131

4. The names and addresses of the General Partners of the Partnership are:

Sloman Finance, Inc. BVI
701 Brickell Avenue
Suite 850
Miami, FL 33131

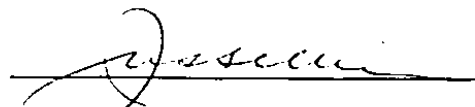
Sloman Finance Corp.
P.O. Box 71
Road Town, Tortola
British Virgin Islands

5. The latest date upon which the Partnership is to dissolve is December 31, 2046.

IN WITNESS WHEREOF, the undersigned general partners of Sloman Finance, Ltd., have executed this Certificate of Limited Partnership this 4th day of March, 1996.

GENERAL PARTNERS:

Sloman Finance, Inc. BVI

By: 

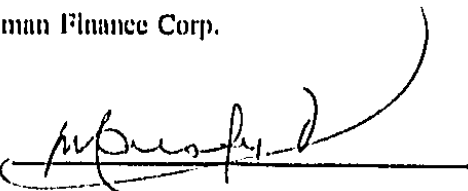
Its: Director

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Sloman Finance Corp.

By: 

Its: Director

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

1. The name of the partnership is Sloman Finance, Ltd., a Florida limited partnership (the "Partnership").

2. The amount of the capital contribution of the Limited Partner and the amount anticipated to be contributed by the Limited Partner of the Partnership is \$10,000.

FURTHER AFFIANT SAYETH NOT.

GENERAL PARTNERS:

Sloman Finance, Inc. BVI

Dated: March 4, 1996

By: [Signature]
Its: Director

Sloman Finance Corp.

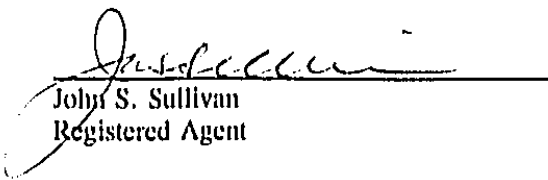
Dated: March 4, 1996

By: [Signature]
Its: Director

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ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for Sloman Finance, Ltd., at the place designated in this Certificate of Limited Partnership, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto.


John S. Sullivan
Registered Agent

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