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5/22/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL IN
401 OCEAN DR
SUITE 312
MIAMI BEACH FL 33139-0000
CONTACT: JOHNNY C RODRIQUEZ
PHONE: (305) 672-0686
FAX: (305) 672-9110

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DOCUMENT TYPE: FLORIDA LIMITED PARTNERSHIP

NAME: CAPITAL ASSET RESEARCH CORPORATION, LTD.
FAX AUDIT NUMBER: H96000007249
DATE REQUESTED: 05/22/1996
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**Certificate of Limited Partnership
of
Capital Asset Research Corporation, Ltd.**

1. The name of the Limited Partnership is Capital Asset Research Corporation, Ltd.

2. The business address of the Limited Partnership is:

Attention: Richard Heitmeyer
1700 Palm Beach Lakes Boulevard, Suite 1100
West Palm Beach, FL 33401

3. The name and Florida street address of the registered agent for service of process of the Limited Partnership is:

Corporate Service Company
1201 Hays Street
Tallahassee, FL 32301

4. The mailing address of the Limited Partnership is:

Attention: Richard Heitmeyer
1700 Palm Beach Lakes Boulevard, Suite 1100
West Palm Beach, FL 33401

5. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2030, unless the Limited Partnership is continued by the consent of all the partners.

6. The name and address of the general partner of the Limited Partnership is:

Capital Asset Holdings GP, Inc. *896 0000 43685*
Attention: Richard Heitmeyer
1700 Palm Beach Lakes Boulevard, Suite 1100
West Palm Beach, FL 33401

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TALLAHASSEE, FLORIDA

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0686

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West Palm Beach, FL 33401

Signed on May 22, 1996 by the undersigned representative of each general partner.

Capital Asset Research Corporation, Ltd.

By: Joseph P. Mata
Joseph P. Mata, Assistant Secretary

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TALLAHASSEE FLORIDA

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0886

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Affidavit of Capital Contributions

The undersigned constituting all of the general partners of Capital Asset Research Corporation, Ltd., a Florida Limited Partnership, certify:

The amount of the capital contributions to date of the limited partners is \$1 00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$3,283,500.

Under the penalties of perjury, I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct to the best of my knowledge.

Capital Asset Research Corporation, Ltd.

By: Joseph P. Mata
Joseph P. Mata, Assistant Secretary

Date: May 22, 1996

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TALLAHASSEE, FLORIDA

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TEL 904-222-0393

May 21 96 17:29 No.000 P.02

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the limited partnership named above, and having been designated as the Registered Agent in the above and foregoing Certificate, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

JLM/jlm

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