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5/22/96

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: CORPORATE CREATIONS INTERNATIONAL IN

DEPARTMENT OF STATE

401 OCEAN DR

STATE OF FLORIDA

SUITE 312

409 EAST GAINES STREET

MIAMI BEACH FL 33139-0000

TALLAHASSEE, FL 32399

CONTACT: JOHNNY C RODRIGUEZ

FAX: (904) 922-4000

PHONE: (305) 672-0686

FAX: (305) 672-9110

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DOCUMENT TYPE: FLORIDA LIMITED PARTNERSHIP

NAME: MUNICIPAL ASSET SYSTEMS CORPORATION, LTD.

FAX AUDIT NUMBER: H96000007250

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/22/1996

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96 MAY 22 PM 4:37

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**Certificate of Limited Partnership
of
Municipal Asset Systems Corporation, Ltd.**

1. The name of the Limited Partnership is Municipal Asset Systems 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. *P96000043695*
Attention: Richard Heitmeyer
1700 Palm Beach Lakes Boulevard, Suite 1100
West Palm Beach, FL. *33401*

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

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West Palm Beach, FL 33401

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

Municipal Asset Systems Corporation, Ltd.

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

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

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Affidavit of Capital Contributions

The undersigned constituting all of the general partners of Municipal Asset Systems 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 \$9,900.

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.

Municipal Asset Systems Corporation, Ltd.

By: Joseph P. Mata

Joseph P. Mata, Assistant Secretary

Date: May 22, 1996

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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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TALLAHASSEE, FLORIDA

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