

A98000000191



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 673137 7136430

AUTHORIZATION :

COST LIMIT : PPD

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 20 PM 4: 14

ORDER DATE : January 19, 1998

ORDER TIME : 10:10 AM

ORDER NO. : 673137-010

CUSTOMER NO: 7136430

CUSTOMER: Mr. Bernard D. Stein  
BERNARD DANE STEIN, P.A.

200 South Biscayne Boulevard,  
20th Floor  
Miami, FL 33131-2310

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-01/20/98--01006--022  
\*\*\*\*262.50 \*\*\*\*140.00

FILE  
A98-191  
2ND

DOMESTIC FILING

NAME: NORETHIN, LTD.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

|                   |    |
|-------------------|----|
| Name Availability | al |
| Document Examiner | al |
| Updater           | al |
| Updater Verifier  | al |
| Acknowledgement   | al |
| W. P. Verifier    | al |

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140<sup>2</sup>

**CERTIFICATE OF LIMITED PARTNERSHIP OF  
NORETHIN, LTD.**

**A Florida Limited Partnership**

The undersigned General Partner, desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is NORETHIN, LTD.
2. The address of the office of the Partnership is:  
200 SOUTH BISCAYNE BLVD.  
20TH FLOOR  
MIAMI, FLORIDA 33131
3. The name and address of the agent for service of process on the Partnership are:  
BERNARD DANE STEIN  
200 SOUTH BISCAYNE BLVD.  
20TH FLOOR  
MIAMI, FLORIDA 33131
4. The name and address of the general partner are:  
NORETHIN, INC.,  
200 SOUTH BISCAYNE BLVD. 998-5732  
20TH FLOOR  
MIAMI, FLORIDA 33131
5. The mailing address of the Partnership is as follows:  
200 SOUTH BISCAYNE BLVD.  
20TH FLOOR  
MIAMI, FLORIDA 33131
6. The latest date upon which the Partnership shall dissolve is December 31, 2048.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of NORETHIN, LTD. this 16 day of January, 1998.

Witnesses:

NORETHIN, INC.  
a Florida corporation

By:

BERNARD DANE STEIN, President

(SEAL)

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for NORETHIN, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees 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.

BERNARD DANE STEIN

Date

LAW OFFICES OF BERNARD DANE STEIN, P.A.

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**AFFIDAVIT OF CAPITAL CONTRIBUTION**

STATE OF FLORIDA           )  
  ) ss:  
COUNTY OF DADE           )

BEFORE ME, the undersigned, personally appeared BERNARD DANE STEIN, who, after being duly sworn, certified as follows:

1. He is the President of NORETHIN, INC., a Florida corporation (the "Corporation");
2. The Corporation is the sole general partner of NORETHIN, LTD., a Florida Limited Partnership (the "Partnership");
3. The amount of capital contributions to the Partnership made by the limited partners is \$7,500;
4. No additional capital contributions are anticipated to be made by the limited partners.

FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.

NORETHIN, INC.  
a Florida corporation

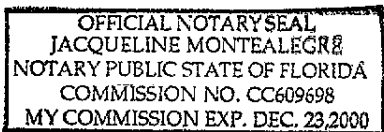
Date: 1/16, 1998.

By: [Signature] (SEAL)  
BERNARD DANE STEIN, President

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BEFORE ME, the undersigned officer, a notary public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared BERNARD DANE STEIN, on the 16 day of January, 1998, known to me and known by me to be the President of NORETHIN, INC., a Florida corporation (which corporation is known by me to be the sole General Partner of NORETHIN, LTD., a Florida Limited Partnership), and the person who executed the foregoing Affidavit of Capital Contributions, and such person acknowledged to and before me executing this Affidavit on behalf of the General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County set forth above, this 16 day of January, 1998.



[Signature]  
Notary Public, State of Florida