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LOURDES M. FERNANDEZ  
STEPHANIE C. WELLEN

OF COUNSEL:  
SUZANNE A. DOCKERTY

February 26, 1998

Reply To:  
Coral Gables

Florida Department of State  
Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

000002444180--0

--03/02/98--01095--001

\*\*\*\*140.00 \*\*\*\*140.00

Re: Certificate of Limited Partnership of Newpar, Ltd.

Dear Ms. Mortham:

Enclosed, please find document Certificate of Limited Partnership of Newpar, Ltd. Also enclosed is the check in the amount of \$140.00 to cover registration fees (\$52.50), Designation of Registered Agent fee (\$35.00) and for the certified copy (\$52.50). We have included a self-addressed stamped envelope for your convenience.

If you should have any questions, please do not hesitate to contact our office. Otherwise, we thank you in advance for your expeditious attention to this request.

Very truly yours,

  
SUZANNE A. DOCKERTY

SAD\tjd

Enclosure

Steiner\Sec of State.Newpar, Ltd.

A48-612

Name	AL 35
Availability	
Document Examiner	AL
Updater	AL
Updater Verifier	AL
Acknowledgment	
W. P. Verifier	AL

CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
NEWPAR, LTD.

The undersigned, for the purpose of forming a limited liability partnership under the Florida Revised Uniform Limited Partnership Act (F.S. Chapter 620, Part I), hereby makes and files this Certificate of Limited Partnership.

ARTICLE I  
NAME

The name of the limited partnership is Newpar, Ltd., (a Florida "Limited Partnership").

ARTICLE II  
RECORD KEEPING OFFICE

The address of the office required to be maintained by the Limited Partnership by Florida Statutes §620.105(1) is 3250 Mary Street, Suite #404, Miami, Florida 33133.

ARTICLE III  
AGENT FOR SERVICE OF PROCESS

The name and address of the agent for service of process on the Limited Partnership is Suzanne A. Dockerty, J. Patrick Fitzgerald, P.A., 110 Merrick Way, Suite #3-B, Coral Gables, Florida 33134.

ARTICLE IV  
GENERAL PARTNER

The name and business address of the sole general partner of the Limited Partnership is Bagheera Interests, L.C., a Florida limited liability company, 3250 Mary Street, Suite #404, Miami, Florida 33133.

ARTICLE V  
MAILING ADDRESS

The mailing address of the Limited Partnership is 3250 Mary Street, Suite #404, Miami, Florida 33133.

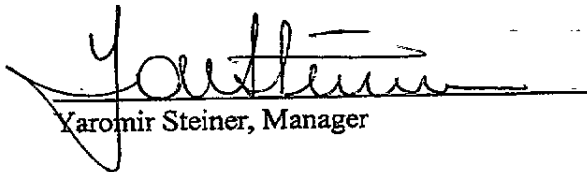
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98 MAR -2 PM 4:30  
SECRETARY OF STATE  
FLORIDA

ARTICLE VI  
LATEST DATE OF DISSOLUTION

The latest date upon which the Limited Partnership is to dissolve is December 31,  
2050.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of  
Limited Partnership of Newpar, Ltd., this 20<sup>th</sup> day of Feb, 1998.

BAGHEERA INTERESTS, L.C.

  
Yaromir Steiner, Manager

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SECRETARY OF STATE  
TALLAHASSEE FL 32399

AFFIDAVIT

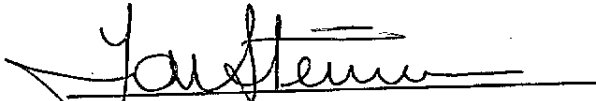
State of Florida       )  
                              )     SS.  
County of Dade        )

BEFORE ME, the undersigned authority, personally appeared, Yaromir Steiner, who after being by me first duly sworn, declares, deposes and says of his personal knowledge that:

1. He has this day executed the Certificate of Limited Partnership of Newpar, Ltd., a Florida limited partnership (hereinafter called the "Limited Partnership").
2. The amount of capital contributions of the limited partners of the Limited Partnership as of the date of this Affidavit is \$0.
3. The total amount of capital contributions anticipated to be contributed by the limited partners of the Limited Partnership is \$2,500.00.

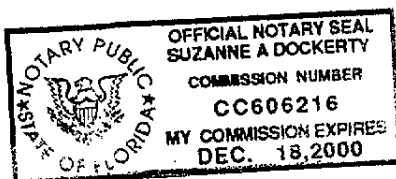
FURTHER AFFIANT SAYETH NAUGHT.

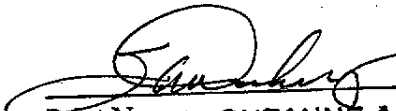
Signed and delivered this 20<sup>th</sup> day of Feb, 1998.

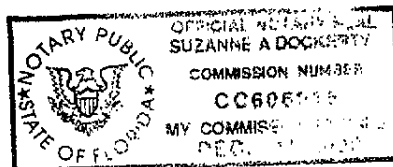
  
Yaromir Steiner

SWORN TO AND SUBSCRIBED before me this 20<sup>th</sup> day of Feb, 1998 by Yaromir Steiner, who is personally known to me.

NOTARY PUBLIC



  
Print Name: SUZANNE A. DOCKERTY  
State of Florida at Large  
My Commission expires:



Steiner/Cert of Ltd Partnership Newpar Ltd

SECRETARY OF STATE  
FLORIDA

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## STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of Section 620.108, Florida Statutes, the undersigned has been designated in the Certificate of Limited Partnership of Newpar, Ltd., as the registered agent of Newpar, Ltd.

Having been so designated, the undersigned hereby accepts the appointment as registered agent of Newpar, Ltd. and accepts the obligation provided for in Section 620.192, Florida Statutes, and agrees to comply with the provisions of the laws of Florida providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: Feb 20, 1998

  
Suzanne A. Dockerty  
Registered Agent

Steiner\Cert of Ltd Partnership

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TALLAHASSEE, FLORIDA