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CR2E031 (R8-85)

W.P. Verifier



CERTIFICATE OF LIMITED PARTNERSHIP OF NITRAM PARTNERS, LTD.

The undersigned, pursuant to the provisions of Section 620.108 of the Florida Statutes, hereby certify and swear in this Certificate of Limited Partnership to the following:

1. NAME.

The name of the Limited Partnership is:

NITRAM PARTNERS, LTD.

2. REGISTERED AGENT.

The name and address of the Registered Agent for the Limited Partnership is:

M & W Agents, Inc. 9100 S. Dadeland Blvd. Suite 1707 Miami, Florida 33156-7819

3. GENERAL PARTNER.

The name and business address of the general partner is as follows:

NITRAM HOLDINGS, INC., a Florida Corporation Bristol Tower 2127 Brickell Avenue Penthouse 3602 Miami, FL 33129

4. <u>MAILING ADDRESS AND PRINCIPAL ADDRESS</u>.

The mailing and principal address of the Limited Partnership is as sollo

Bristol Tower 2127 Brickell Avenue Penthouse 3602 Miami, FL 33129

5. DISSOLUTION DATE.

The latest date upon which the Limited Partnership is to dissolve is December 31, 2047.

6. CONVERSION FROM GENERAL PARTNERSHIP.

The Limited Partnership is being converted to a limited partnership from a general partnership, pursuant to Fla.Stats. §620.8902. The Limited Partnership was formerly known as Martin Family Investment Company. All partners of the Limited Partnership unanimously approved this conversion.

IN WITNESS WHEREOF, the General Partner has caused this certificate of Limited Partnership to be executed at Miami, Florida, this // day of // 1998.

NITRAM HOLDINGS, INC.

General Partner

LEO MARTIN, its President

ACCEPTANCE

Pursuant to Section 620.192 of the Florida Statutes, the undersigned accepts appointment as registered agent for NITRAM PARTNERS, LTD., a Florida limited partnership, and accepts all obligations imposed on him as such under Florida law.

Executed this 1 day of May, 1998.

M & W AGENTS, INC.

Donald R. Tescher, President

AFFIDAVIT

STATE OF FLORIDA)	
COUNTY OF MIAMI-DADE)	SS
The undersigned General F	Partner of NITRAM PARTNERS, LTD. (a Florida Limited
Partnership"), being duly sworn, deposes	and says:
The total capital contribu	tions of the limited partners of the Limited Partnership
through this date is \$_600,000.00 ar	nd the total anticipated future capital contributions of the
limited partners to the Limited Partnersh	ip is \$3,000,000.00.
	NITRAM HOLDINGS, INC. General partner
	By: Leo Martin, its President
The foregoing instrument Martin in the capacity indicated. He is p	was signed before me this // day of May, 1998, by Leo personally known to me. Name: Commission No.: Notary Public State of Florida at Large
My commission expires:	OFFICIAL NOTARY SEAL DONALD R TESCHER NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC710021
F/WPDATA/Martin, Leo & Gloria/Certificate of Limited Partnership - Converted General Partnership	MY COMMISSION EXP. JAN. 22,2002