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May 14, 1998

FEDERAL EXPRESS

Division of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee, FL 32399

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-05/15/98--01109--001
***1155.00 ***1155.00

Re: Neptune Warehouse, Ltd.

Dear Sir or Madam:

In connection with the above-referenced Florida limited partnership, enclosed please find the following:

1. Original and one copy of Certificate of Limited Partnership, Affidavit of Capital Contribution, and Acceptance of Appointment as Registered Agent for Neptune Warehouse, Ltd.; and
2. A check in the amount of \$1,155, representing the filing fee and registered agent fee.

Would you please be so kind as to return a date-stamped copy of the Certificate to me in the self-addressed stamped envelope provided.

If you have any questions or comments, please do not hesitate to call.

Very truly yours,

Rita M. Burdo
Rita M. Burdo, Legal Assistant
MITCHELL D. SCHEPPS

enclosures
Reichel-SOS.ltr.wpd

Name	<i>MS</i>
Availability	<i>MS</i>
Document Examiner	<i>MS</i>
Updater	<i>MS</i>
Updater Verifier	<i>MS</i>
Acknowledgement	<i>MS</i>
W. P. Verifier	<i>MS</i>

98-1237

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 15 AM 11:43

**CERTIFICATE OF LIMITED PARTNERSHIP OF
NEPTUNE WAREHOUSE, LTD.
A FLORIDA LIMITED PARTNERSHIP**

The undersigned general partner of NEPTUNE WAREHOUSE, LTD. (the "General Partner") desires to form a partnership pursuant to the 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 NEPTUNE WAREHOUSE, LTD.
2. The address of the office of the Partnership is 4524 Gun Club Road, Suite 212, West Palm Beach, Florida 33415.
3. The name and address of the agent for service of process of the Partnership is NEPTUNE WAREHOUSE, INC., Attn: William B. Reichel, President, 4524 Gun Club Road, Suite 212, West Palm Beach, Florida 33415.
4. The name and business address of the General Partner is Neptune Warehouse, Inc., 4524 Gun Club Road, Suite 212, West Palm Beach, Florida 33415. *P98-35053*
5. The mailing address of the Partnership is 4524 Gun Club Road, Suite 212, West Palm Beach, Florida 33415.
6. The latest date upon which the Partnership shall dissolve is no later than December 31, 2048, unless the Partners agree to extend the term.
7. This Certificate shall be effective upon the filing of this Certificate with the State of Florida, Department of State.

This Certificate is duly executed and is being filed in accordance with section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986).

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 NEPTUNE WAREHOUSE, LTD. this 13 day of May, 1998.

NEPTUNE WAREHOUSE, INC.

By *William B. Reichel*
William B. Reichel, President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for NEPTUNE WAREHOUSE, LTD., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, NEPTUNE WAREHOUSE, INC., 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 the registered agent.

DATED: May 13, 1998.

NEPTUNE WAREHOUSE, INC.

By: William B. Reichel
William B. Reichel, President

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AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA
COUNTY OF PALM BEACH

I, WILLIAM B. REICHEL, as President of NEPTUNE WAREHOUSE, INC., a Florida corporation, which corporation is the General Partner of NEPTUNE WAREHOUSE, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership," being duly sworn, certifies as follows:

1. The amount of capital contributions to the Partnership made to date by its Limited Partners is \$0. The total anticipated capital contributions of the Limited Partners at this time is \$160,000.

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

Dated: May 13, 1998.

NEPTUNE WAREHOUSE, INC.

By: William B. Reichel
William B. Reichel, President

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STATE OF FLORIDA
COUNTY OF PALM BEACH

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 WILLIAM B. REICHEL, in his capacity as President of NEPTUNE WAREHOUSE, INC., the General Partner of NEPTUNE WAREHOUSE, LTD., known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contribution, and he acknowledged to me and before me that he executed this Affidavit freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state aforesaid this 13th day of May, 1998.

[SEAL]



Rita M. Burdo
Notary Public
State of Florida, at Large

Rita M. Burdo
Typed or Printed Name of Notary