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P. 1

TERESA98 FLORIDA DIVISION OF CORPORATIONS  
10:01 AM PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

((H98000011361 6))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (850)385-6735  
(850)561-1025

FAX #:

NAME: PEMBROKE PARTNERS, LTD. AUDIT NUMBER.....H98000011361 DOC  
TYPE.....FLORIDA LIMITED PARTNERSHIP CERT. OF STATUS..0  
PAGES..... 2 CERT. COPIES.....1 DEL.METHOD.. FAX EST.CHARGE..  
\$1,837.50 NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE  
FAX AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

184

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TALLAHASSEE, FLORIDA

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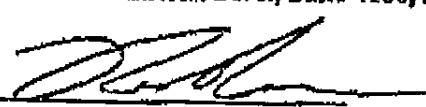
DIVISION OF CORPORATIONS

JUN-18-98 THU 9:06 AM  
H980000 11361

P. 2

CERTIFICATE OF LIMITED PARTNERSHIP  
OF

PEMBROKE PARTNERS, LTD.

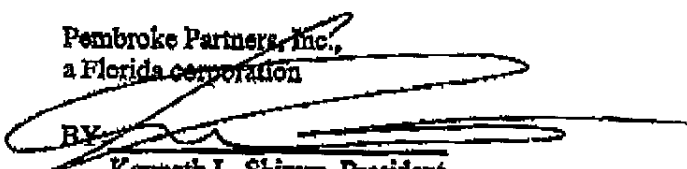
1. Name of Limited Partnership: Pembroke Partners, Ltd.
2. Business Address of Limited Partnership: C/O 2101 West Commercial Blvd., Suite 4100, Fort Lauderdale, FL 33309.
3. Name of Registered Agent: Robert S. Forman, Esquire
4. Address of Registered Agent: 2101 West Commercial Blvd., Suite 4100, Fort Lauderdale, FL 33309.
5. Signature of Registered Agent: 
6. Mailing Address of Limited Partnership: 2101 West Commercial Boulevard, Suite 4100, Fort Lauderdale, FL 33309.
7. The last date upon which the Limited Partnership is to be dissolved is July 1, 2050.
8. Name of General Partner(s): Specific Address:  
Pembroke Partners, Inc., C/O 2101 West Commercial Blvd., Suite 4100  
a Florida corporation Fort Lauderdale, FL 33309

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 17, June, 1998.

Signature of all general partners:

Pembroke Partners, Inc.,  
a Florida corporation

BY 

Kenneth L. Shimm, President

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TALLAHASSEE, FLORIDA

W:\FILES\UEAN\pembroke\old.certificate  
THIS INSTRUMENT PREPARED BY: ROBERT S. FORMAN, ESQUIRE, Florida Bar No.: 314617  
ROBERT S. FORMAN, P.A.,  
2101 West Commercial Blvd., Suite 4100  
Fort Lauderdale, FL 33309  
(954) 735-0000

H980000 11361

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
OF  
PEMBROKE PARTNERS, LTD.**

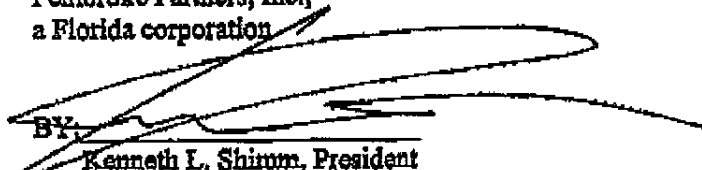
The undersigned constituting all of the general partners of Pembroke Partners, Ltd., a Florida limited Partnership, certify:

1. The amount of capital contributions to date of the limited partners is \$1,000,000.00.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$3,800,000.00.

**FURTHER AFFIANT SAYETH NOT.**

Under the penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Pembroke Partners, Inc.,  
a Florida corporation

BY 

Kenneth L. Shimm, President

Dated this 17 day of June, 1998.

THIS INSTRUMENT PREPARED BY:  
ROBERT S. FORMAN, ESQUIRE  
ROBERT S. FORMAN, P.A.  
2101 West Commercial Blvd., Suite 4100  
Fort Lauderdale, FL 33309  
(954) 735-0000  
Florida Bar No.: 314617

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