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WRITER'S VOICE MAIL EXT. 143

June 28, 1999

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

Re: DiFED LTD.

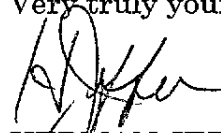
200002924192--2
-07/06/99--01142--010
****140.00 ****140.00

Dear Sir or Madam:

Please find enclosed for filing Certificate of Limited Partnership for DiFED LTD. Please file same and return to us a certified copy as we have enclosed two originals of the Certificate of Limited Partnership. Our check in the amount of \$140.00 is enclosed made payable to the Department of State. We have also enclosed a Federal Express return envelope chargeable to our account so that we may receive the certified copy back as expeditiously as possible. Please date and remove and retain the "sender (top) copy" of the Federal Express Airbill.

Thank you for your assistance in this matter.

Very truly yours,


HERMAN JEFFER
For the Firm

HJ/ac
Encs.

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AL

CERTIFICATE OF LIMITED PARTNERSHIP
OF
DiFED LTD.

To the Secretary of State
State of Florida

It is hereby certified that:

1. The name of the limited partnership to be formed by this certificate is **DiFED LTD.**

2. The address of the office, wherever located, at which the records required to be maintained by Section 620.106 of the Florida Revised Uniform Limited Partnership Act (1986) is **8199 S.E. Golfhouse Drive, Hobe Sound, Florida 33455.**

3. The name and address of the agent for service of process in the State of Florida required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (1986) is **MARIO A. DiFEDERICO, 8199 S.E. Golfhouse Drive, Hobe Sound, Florida 33455.**

4. Signature of acceptance by agent for service of process.


MARIO A. DiFEDERICO

5. The names and address of the general partners are as follows:

NAMES

ADDRESS

Nancy D. Joyce ,

37 Seminary Road
Bedford, New York 10506

6. The mailing address for the limited partnership is **8199 S.E. Golfhouse Drive, Hobe Sound, Florida 33455.**

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7. The latest date on which the limited partnership is to dissolve is twenty (20) years from the date of its organization.

8. The undersigned constitute all of the general partners of the limited partnership.

DiFED LTD.

Dated: 5.3.99

By: Nancy D. Joyce
Nancy D. Joyce, General Partner

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared constituting all the general partners of **DiFED LTD.**, a limited partnership to be formed, hereinafter referred to as the limited partnership, who, upon being sworn, certified as follows:

The amount of capital contributions of the limited partners is **\$1,000.00** and no further capital contribution is anticipated at this time.

This 3rd day of May, 1999

FURTHER AFFIANT SAYETH NOT.

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

WITNESS:

GENERAL PARTNER[s]:

Lisa J. Harnsedy
Chris Podell

By: Nancy D. Joyce
Nancy D. Joyce

STATE OF Connecticut :
SS.: Greenwich
COUNTY OF Fairfield :

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 **NANCY D. JOYCE**, who is personally known to me and known by me or who has produced personally known as identification, to be the person who executed the foregoing Affidavit of Capital Contributions, and she acknowledged to me and before me that she executed this Affidavit as General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 4th day of May, 1999.

Don L. Eberle
A Notary Public of the State of CT

My Commission Exp. June 30, 2001

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