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~~May 17, 1999~~ August 3, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-08/09/99--01166--004
***1837.50 ***1837.50

Dear Sir or Madam:

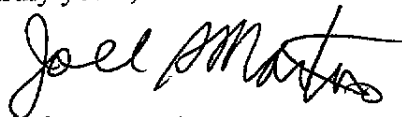
Enclosed please find the following documents for Resources for Environmental Protection Ltd.:

1. A Florida Certificate of Limited Partnership ("Certificate");
2. An Affidavit of Capital Contributions ("Affidavit"); and
3. A check made payable to the Florida Department of State in the amount of \$1837.50.

Please file the Certificate and the Affidavit. The enclosed check includes the \$1750.00 filing fee for the Certificate and the Affidavit, the \$35.00 fee for designation of a registered agent and the \$52.50 fee for a certified copy of the Certificate.

I, Joel Martino, will be the contact person for Resources for Environmental Protection Ltd. Please send the acknowledgment to me at 109 Ocean Terrace, Palm Beach, Florida 33480. My daytime phone number is (561) 842-9063.

Very truly yours,

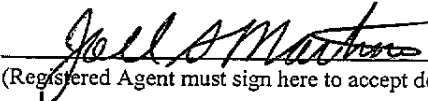

Joel Martino

Enclosures
1374563

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STATE

CERTIFICATE OF LIMITED PARTNERSHIP

BE ADVISED THAT: WITH RESPECT TO ANY MATTER ON WHICH THE GENERAL PARTNERS MAY ACT, THE UNANIMOUS DECISION OF THE GENERAL PARTNERS SHALL CONTROL. THE SIGNATURES OF SUCH GENERAL PARTNERS ARE REQUIRED TO BIND THE PARTNERSHIP ON ANY MATTER.



1. Resources for Environmental Protection Ltd.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 109 Ocean Terrace, Palm Beach, Florida 33480
(Business Address of Limited Partnership)
3. Joel Martino
(Name of Registered Agent for Service of Process)
4. 109 Ocean Terrace, Palm Beach, Florida 33480
(Florida street address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 109 Ocean Terrace, Palm Beach, Florida 33480
(Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is: 25 years after the date of filing this certificate.
8. Names of general partners: Street address:


June Martino	1575 N. Ocean, Palm Beach, Florida 33480
Joel Martino	109 Ocean Terrace, Palm Beach, Florida 33480
John Martino	1 North Indian Knoll, West Chicago, Illinois 60185

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

Signed this 3 day of August, 1999.

Signature of all general partners:

 General Partner
 General Partner

 General Partner

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SECRETARY OF THE
TREASURY
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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of Resources for Environmental Protection Ltd., a Florida Limited Partnership, certify:

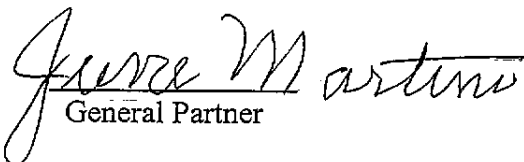
The amount of capital contributions to date of the limited partners is -0-

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$4,072,000.

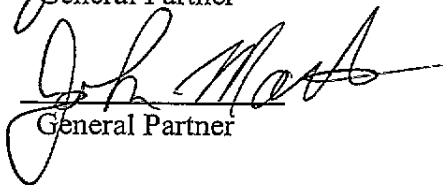
Signed this 3 day of August, 1999.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated here in are true and correct.


General Partner


General Partner


General Partner

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SECRETARY OF STATE
DIVISION OF CORPORATE
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