



THE UNITED STATES
CORPORATION
COMPANY

A99000001776

ACCOUNT NO. : 072100000032

REFERENCE : 444686 8766A

AUTHORIZATION : *Patricia Pizjuts*

COST LIMIT : \$ 1837.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 29 PM 3:38

ORDER DATE : October 29, 1999

ORDER TIME : 1:0 PM

ORDER NO. : 444686-005

600003029646--5

CUSTOMER NO: 8766A

CUSTOMER: Steve Lenoff, Esq
LENOFF AND LENOFF, P.A.
LENOFF AND LENOFF, P.A.
Suite 405
1761 West Hillsboro Boulevard
Deerfield Beach, FL 33442

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29

DOMESTIC FILING

NAME: MOUNTAIN PASS ASSOCIATES, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS: _____

RECEIVED
99 OCT 29 PM 3:11
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

31C 10/29/99

**CERTIFICATE OF LIMITED PARTNERSHIP OF
MOUNTAIN PASS ASSOCIATES, LTD.**

FILED
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The undersigned general partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is: MOUNTAIN PASS ASSOCIATES, LTD.
2. The location of the principal place of business of the Partnership is: 1761 West Hillsboro Blvd., Suite 405, Deerfield Beach, Florida 33442.
3. The name and location of the registered agent is as follows: Steven Lenoff, 1761 West Hillsboro Blvd., Suite 405, Deerfield Beach, Florida 33442.
4. The name and address of the General Partner is set forth below:

Straight Line Financial, Inc., a Florida corporation
1761 West Hillsboro Blvd., Suite 405
Deerfield Beach, Florida 33442 P99000093146
5. The mailing address of the Partnership is: 1761 West Hillsboro Blvd., Suite 405, Deerfield Beach, Florida 33442.
6. The latest date upon which the Partnership shall dissolve is October 31, 2008.
7. The effective date of this Certificate of Limited Partnership shall be the date upon which this Certificate of Limited Partnership is filed with the Secretary of State of the State of Florida.
8. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by the General Partner.

The execution of this certificate by the undersigned general partners 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 all of the General Partners of Mountain Pass Associates, Ltd., this 28 day of October 1999.

GENERAL PARTNER:

STRAIGHT LINE FINANCIAL, INC.

By:

Steven Lenoff, President

as Pres.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Mountain Pass Associates, Ltd., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the partnership, hereby agree 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 registered agent.

REGISTERED AGENT:

By:

Steven Lenoff, Registered Agent

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIPS**

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The undersigned constituting all of the general partners of MOUNTAIN PASS ASSOCIATES, LTD., a Florida limited partnership, certify:

1. The amount of capital contributions to date of the limited partners is \$2,448,000.00.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$2,448,000.00.

Signed this 28 day of Oct, 1999.

FURTHER AFFIANT SAYETH NOT.

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.

Straight Line Financial, Inc., a Florida
corporation, as General Partner

By.

Steven Lenoff, President