

CERTIFICATE OF LIMITED PARTNERSHIP

IN THE MATTER OF THE PARTNERSHIP ACT AND AMENDMENTS THERETO.

WE, THE UNDERSIGNED General Partner and Founding Limited Partner(s), do hereby certify that:

1. The firm name and style under which the Limited Partnership is conducted is _____ Partnership.
2. The Limited Partnership is established for the purpose of:
 - (a) _____ [*describe main business purpose of the partnership*];
 - (b) borrowing, raising or securing the payment of money in such manner as the Partners may think fit including, but so as not to restrict the generality of the foregoing, by mortgage, charge, hypothecation or pledge of or on all or any of the Partnership's property, both present and future, in order to achieve the objects and to carry on the business of the Partnership;
 - (c) entering into any and all contracts and arrangements whatsoever for the purpose of achieving any of the objects of the Partnership and in the conduct of the business of the Partnership;
 - (d) carrying on any trade or business whatsoever which, in the opinion of the Partners as determined by Resolution at a general meeting of the Limited partners, can be lawfully and advantageously carried out by the Partnership.

AND IT IS HEREBY DECLARED that in the interpretation of this paragraph and of the scope and meaning of any of the above, no inference as to the relative importance shall be drawn from their respective position in the list of the above, nor shall the meaning of any of the above be restricted by reference to, or inference from, any other items, or the name of the Partnership, or by the just deposition of two or more of the above items and in the event of any ambiguity each clause of the paragraph shall be construed in such manner as to widen and not to restrict the objects or business of the Partners in its powers to achieve those objects and to conduct its business.

THIS IS A 2-PAGE FORM.