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ADORNO & ZEDER
A PROFESSIONAL ASSOCIATION

2601 SOUTH BAYSHORE DRIVE
SUITE 1600
MIAMI, FLORIDA 33133
TELEPHONE (305) 858-5555.
WORLD WIDE WEB <http://www.adorno.com>

FACSIMILE
(305) 858-4777

March 8, 2000

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

700003164497--7
-03/09/00--01102--002
***1837.50 ***1837.50

Re: ROMEO FIORE LIMITED PARTNERSHIP

Dear Sir/Madam:

Enclosed please find an originally executed copy and one photocopy of the Certificate of Limited Partnership for the above-captioned entity along with a check in the amount of \$1837.50 made payable to the Florida Secretary of State. Please file the aforementioned document as soon as practicable and provide the undersigned with a certified copy thereafter.

Thank you in advance for your attention to this matter. Please feel free to contact the undersigned directly at (305) 860-7072 if there are any questions or comments.

Sincerely,

ADORNO & ZEDER, P.A.


Michael C. Gerson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mtw
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encl.

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
ROMEO FIORE LIMITED PARTNERSHIP**

The undersigned, pursuant to the provisions of Section 620.108 of the Florida Statutes, hereby certifies and swears in this Certificate of Limited Partnership to the following:

1. NAME.

The name of the limited partnership is:
Romeo Fiore Limited Partnership (the "Partnership")

2. REGISTERED AGENT.

The name and address of the Registered Agent for the Partnership is:
A Z Registered Agent Corporation
2601 S. Bayshore Drive, Suite 1600
Miami, Florida 33133

3. GENERAL PARTNER.

The name and business address of the general partner is as follows:
Romeo Fiore, Trustee
Romeo Fiore Revocable Trust
1111 Crandon Boulevard, Unit 1101-A
Key Biscayne, Florida 33149

4. ADDRESS.

The principal business and mailing address for the Partnership is as follows:
Romeo Fiore Limited Partnership
1111 Crandon Boulevard, Unit 1101-A
Key Biscayne, Florida 33149

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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5. DISSOLUTION DATE.

The latest date upon which the Partnership is to dissolve is December 31, 2040.

IN WITNESS WHEREOF, the General Partner has caused this Certificate of Limited Partnership to be executed in Miami, Florida, this 6th day of March, 2000



Romeo Fiore, Trustee
Romeo Fiore Revocable Trust
General Partner

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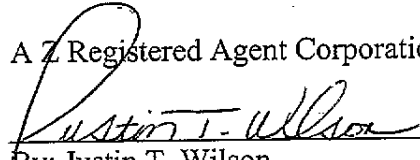
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Pursuant to Sections 620.105 and 620.192 of the Florida Statutes, the undersigned accepts appointment as Registered Agent for *Romeo Fiore Limited Partnership* a Florida limited partnership, and accepts all obligations imposed on it as such under Florida law.

Executed this 6th day of March, 2000.

A Z Registered Agent Corporation


By: Justin T. Wilson,
Secretary and Treasurer

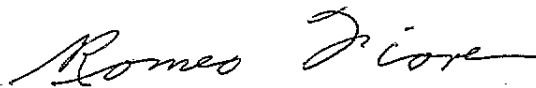
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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned general partner of Romeo Fiore Limited Partnership, being duly sworn, deposes and says:

The assets contributed to the Partnership by the Limited Partners has an agreed upon fair market value of \$33,059,750, with no further capital contributions anticipated.

Romeo Fiore Limited Partnership



Romeo Fiore, Trustee
Romeo Fiore Revocable Trust,
General Partner

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TALLAHASSEE, FLORIDA