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LAW OFFICES
OF

JOEL REINSTEIN

JOEL REINSTEIN

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January 25, 2001

AIRBORNE

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***1785.00 ***1785.00

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

Re: The Diane Lynn DaSilva Family Limited Partnership

Dear Sir:

Enclosed please find the following documents for filing regarding the above limited partnership:

1. Certificate of Limited Partnership.
2. Affidavit of Capital Contributions.
3. Acceptance of Appointment as Registered Agent.

Also enclosed is a check in the amount of \$1,785, representing the maximum filing fee of \$1,750, and the \$35 registered agent fee.

We have also enclosed a copy of each of the above documents. Please return a stamped filed copy to the undersigned in the envelope provided.

Please contact the undersigned if you have any questions.

Thank you for your cooperation in this matter.

Sincerely,

Joel Reinstein

JR/wsm
Enclosures
cc: Ms. Diane Lynn DaSilva
Ms. Angela Fisher

FILED
00 JAN 26 PM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ymtr
1/30

CERTIFICATE OF LIMITED PARTNERSHIP
THE DIANE LYNN DASILVA FAMILY LIMITED PARTNERSHIP
A FLORIDA LIMITED PARTNERSHIP

The undersigned General Partner desiring to form a partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is THE DIANE LYNN DASILVA FAMILY LIMITED PARTNERSHIP.

2. The address of the office of the Partnership is 7316 Valencia Drive, Boca Raton, Florida 33433.

3. The name and address of the agent for service of process of the Partnership is Joel Reinstein, Esq., 5355 Town Center Road, Suite 801, Boca Raton, FL 33486.

4. The name and business address of the General Partner is: Diane Lynn DaSilva Family Corp., 7316 Valencia Drive, Boca Raton, Florida 33433..

5. The mailing address of the Partnership is 7316 Valencia Drive, Boca Raton, Florida 33433.

6. The latest date upon which the Partnership shall dissolve is no later than December 31, 2048, unless the Partners agree to extend the term.

This Certificate is duly executed and is being filed in accordance with Section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986).

The execution of this Certificate by the undersigned General Partner 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 the General Partner of The Diane Lynn DaSilva Family Limited Partnership this 13th day of December, 2000.

THE DIANE LYNN DASILVA FAMILY
LIMITED PARTNERSHIP

By: DIANE LYNN DASILVA FAMILY CORP.
General Partner

By: Diane L. DaSilva
Diane L. DaSilva, President

STATE OF FLORIDA :

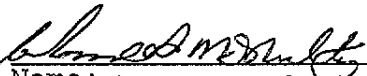
SS:

COUNTY OF PALM BEACH:

I hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared DIANE L. DASILVA, as President of DIANE LYNN DASILVA FAMILY CORP., to me known to be the person described in and who executed the foregoing Certificate of Limited Partnership, and she acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 13 day of December, 2000.

My commission expires:


Name: Wanda S. McNulty
Notary Public, State of Florida



Wanda S. McNulty
MY COMMISSION # CC682866 EXPIRES
September 22, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
00 JAN 26 PM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting the general partner of THE DIANE LYNN DASILVA FAMILY LIMITED PARTNERSHIP, a Florida Limited Partnership, certify as follows:

The amount contributed and anticipated to be contributed by the limited partner(s) at this time totals Twenty Five Million, Three Hundred and Four Thousand Dollars (\$25,304,000).

FURTHER AFFIANT SAYETH NOT.

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

THE DIANE LYNN DASILVA FAMILY
LIMITED PARTNERSHIP

By: DIANE LYNN DASILVA FAMILY CORP.
General Partner

By: Diane L. DaSilva
Diane L. DaSilva, President

STATE OF FLORIDA :

SS:

COUNTY OF PALM BEACH:

FILED
JAN 26 PM 8:00
CLERK OF STATE
TREASURY, FLORIDA

I hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared DIANE L. DASILVA, as President of DIANE LYNN DASILVA FAMILY CORP., to me known to be the person described in and who executed the foregoing Affidavit of Capital Contributions, and she acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 13th day of December, 2000.

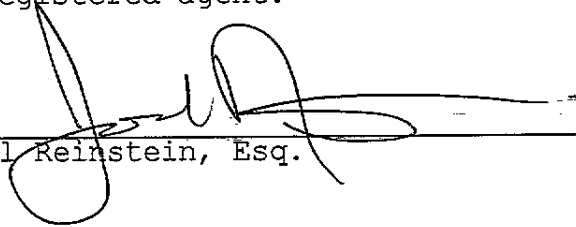
My commission expires:

Wanda S. McNulty
Name: Wanda S. McNulty
Notary Public, State of Florida



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for The Diane Lynn DaSilva Family Limited Partnership, 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 the registered agent.


Joel Reinstein, Esq.

FILED
00 JAN 26 PM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA