

CAPITAL CONNECTIONS INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301 (904) 224-8870
 Mailing Address: P.O. Office Box 1349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-4-8070
 FAX (904) 224-2222

A9600000892

No 52798

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FAX
FILED
 RECEIVED
 MAY 10 1996
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

of _____ No 52798
 RE: **SHIRLEY STOKINGS**
Partnership Lic.

- Capital Express™
- Art. of Inc. File
- Corp. Record Search
- Ltd. Partnership File
- Foreign Corp. File
- () Cert. Copy(s)
- Art. of Amend. File
- Dissolution/Withdrawal
- C U S-
- Fictitious Name File
- Name Reservation
- Annual Report/Reinstatement
- Reg. Agent Service
- Document Filing
- Corporate Kit
- Vehicle Search
- Driving Record
- Document Retrieval
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- File No.'s, _____ Copies
- Courier Service _____
- Shipping/Handling
- Phone () _____
- Top Priority _____
- Express Mail Prop. _____
- FAX () _____ pgs.

C.C. FEE. _____
 DISBURSED _____
 96 MAY 10 PM 3:31
 DIVISION OF CORPORATIONS
 RECEIVED

600001816916
 -05/18/96 04055-027
 ****187.50 ****187.50

SUBTOTALS _____

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME 12:00 CK No. _____
 BY MC

WALK-IN 5/10 12:00
 Will Pick Up

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

DIVISION OF CORPORATIONS
 96 MAY 10 AM 10
 RECEIVED

THANK YOU
 from
 your Capital Connection

STILES HOLDINGS AND INVESTMENT PARTNERSHIP, LTD.
A FLORIDA LIMITED PARTNERSHIP
CERTIFICATE OF LIMITED PARTNERSHIP

SECRET
95 MAY 19 PM 3:31
STILES HOLDINGS AND INVESTMENT PARTNERSHIP

The undersigned General Partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.101, et. seq. of the Florida Statutes, hereby states the following:

1. The name of the Partnership is STILES HOLDINGS AND INVESTMENT PARTNERSHIP, LTD.

2. The address of the office of the Partnership is 6400 North Andrews Avenue, Fort Lauderdale, Florida 33309.

3. The name and address of the agent for service of process on the Partnership is BRYAN W. DUKE, ESQUIRE, 6400 North Andrews Avenue, 5th Floor, Fort Lauderdale, Florida 33309.

4. The name and business address of the General Partner is as follows:

STILES HOLDINGS AND INVESTMENT PARTNERSHIP, INC.
6400 North Andrews Avenue
Fort Lauderdale, Florida 33309

1946000040296

5. The mailing address of the Partnership is 6400 North Andrews Avenue, Fort Lauderdale, Florida 33309.

6. The latest date upon which the Partnership shall dissolve is February 28, 2036.

7. The total anticipated Capital Contributions to be paid into the Partnership is and shall be Five Thousand (\$5,000) DOLLARS.

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 STILES HOLDINGS AND INVESTMENT PARTNERSHIP, LTD. this 28th day of February, 1996.

STILES HOLDINGS AND INVESTMENT PARTNERSHIP, INC., general partner of STILES HOLDINGS AND INVESTMENT PARTNERSHIP, LTD.

By: [Signature]
Terry W. Stiles,
President

FILED STATE'S
SECRETARY OF CORPORATIONS
95 MAY 10 PM 3:32

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me by Terry W. Stiles, President of STILES HOLDINGS AND INVESTMENT PARTNERSHIP, INC., a Florida corporation, as General Partner of STILES HOLDINGS AND INVESTMENT PARTNERSHIP, LTD., a Florida limited partnership, who is personally known to me.



NOTARY PUBLIC:

Sign: [Signature]
Print: _____

(SEAL)

My commission Expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for SUNRISE HARBOUR, 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: [Signature]
BRYAN W. DUKE

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the general partners of STILES HOLDINGS AND INVESTMENT PARTNERSHIP, LTD., a Florida Limited Partnership, certify as follows:

The amount of capital contributions to date of the limited partners is \$5,000. No further limited partner contributions are anticipated.

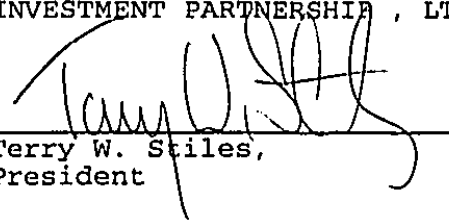
This 28th day of February, 1996.

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.

STILES HOLDINGS AND INVESTMENT PARTNERSHIP, INC., general partner of STILES HOLDINGS AND INVESTMENT PARTNERSHIP, LTD.

By:


Terry W. Stiles,
President

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me by Terry W. Stiles, President of STILES HOLDINGS AND INVESTMENT PARTNERSHIP, INC., a Florida corporation, which is general partner of STILES HOLDINGS AND INVESTMENT PARTNERSHIP, LTD., a Florida limited partnership, who is personally known to me and who did take an oath.



ELLEN TANNENBAUM
COMMISSION # CC 384866
EXPIRES JUL 19, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

(SEAL)

NOTARY PUBLIC:

Sign: Ellen Tannenbaum

Print: _____

My Commission Expires:

SECRETARY OF STATE
OFFICE
6600
PH 3-32