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TO: DIVISION OF CORPORATIONS

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FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL,
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NAME: SHOELLESS JOE, LTD.

AUDIT NUMBER.....H97000016933

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SHOELESS PARTNERS, LTD.**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership ("Partnership") is SHOELESS PARTNERS, LTD.

2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (the "Act") is 1200 North Federal Highway, Suite 111, Boca Raton, Florida 33432.

3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is Shoeless Joe, Inc., 1200 North Federal Highway, Suite 111, Boca Raton, Florida 33432

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

GENERAL PARTNERS

BUSINESS ADDRESS

SHOELESS JOE, INC.

1200 North Federal Highway
Suite 111
Boca Raton, Florida 33432

PA7-87998

LUBAR CORPORATION

8411 Preston Road
Suite 860, I.B. 28
Dallas, Texas 75225

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Prepared by: Thomas O. Katz, Esq., FL Bar #355836
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

FTL:268647:1

5. A mailing address for the Partnership is as follows:

SHOELESS PARTNERS, LTD.
1200 North Federal Highway
Suite 111
Boca Raton, Florida 33432

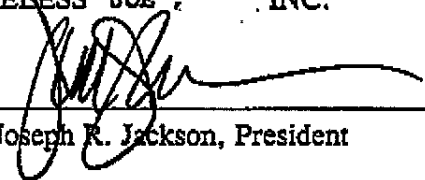
6. The latest date upon which the Partnership is to dissolve is December 31, 2025, unless terminated sooner in accordance with the provisions of the Limited Partnership Agreement.

7. An affidavit as to capital contributions of the limited partners is submitted herewith and hereby incorporated herein by reference.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal to this Certificate this 10th day of October, 1997.

GENERAL PARTNERS:

SHOELESS JOE, INC.

By: 
Joseph R. Jackson, President

LUBAR CORPORATION

By: 
Lucien B. Crosland, Vice-President

Prepared by: Thomas O. Katz, Esq., FL Bar #355836
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

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**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

THE UNDERSIGNED, named as the agent for service of process in paragraph 3 of the Certificate of Limited Partnership of SHOELESS PARTNERS, LTD., hereby accepts the appointment as such registered agent, and acknowledges that it is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act.

DATED this 10th day of October, 1997.

SHOELESS JOE, INC.

By: 

Joseph R. Jackson, President

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Prepared by: Thomas O. Katz, Esq., FL Bar #355836
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**AFFIDAVIT DECLARING AMOUNT OF
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF
SHOELESS PARTNERS, LTD.**

The undersigned, constituting all the General Partners of SHOELESS PARTNERS, LTD.,
(the "Partnership"), a Florida limited partnership, certify as follows:

Upon the formation of the Partnership, the limited partners' contributions of cash and
property to the Partnership have a value of \$10,000. No additional capital contribution is
anticipated to be made by the limited partners.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State
of the State of Florida, along with the Certificate of Limited Partnership.

FURTHER AFFIANT SAYETH NOT.

Under the 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.

GENERAL PARTNERS:

SHOELESS PARTNERS, INC.

By: [Signature]
Joseph R. Jackson, President

LUBAR CORPORATION

By: [Signature]
Lucien B. Crosland, Vice-President

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