



THE UNITED STATES
CORPORATION
COMPANY

A97000002387

ACCOUNT NO. : 072100000032

REFERENCE : 585269 4806726 200002337972--8

AUTHORIZATION :

-11/04/97--01076--017
***1837.50 ***1837.50

COST LIMIT : \$ PPD

ORDER DATE : October 31, 1997

ORDER TIME : 11:13 AM

ORDER NO. : 585269-005

CUSTOMER NO: 4806726

CUSTOMER: Ms. Lisa Z. Hauser
JONES FOSTER JOHNSTON & STUBBS
P.O. Box 3475
West Palm Beach, FL 33402-3475

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 31 PM 1:11

DOMESTIC FILING

NAME: SDS PARTNERS I, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

G. TAX
FILING 1750.00
R. AGENT FEE 35.00
C. COPY 52.50
TOTAL 1837.50
N. BANK
BALANCE DUE
REFUND

10/31/97
B/K
RECEIVED
97 OCT 31 PM 12:17
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, in order to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Sections 620.101, et seq. of the Florida Statutes, does hereby certify:

1. The partnership, formerly a general partnership and formerly known as SDS PARTNERS, I, was converted to a limited partnership by an amendment to the general partnership agreement dated October 29, 1997. One hundred percent (100%) of the votes in favor of the conversion. The number of votes against the conversion was zero (0). All general partners voted and there is only one class of general partner.

2. The name of the limited partnership is the "SDS PARTNERS I, LTD.";

3. The address of the office of the partnership is 43 Hampshire Lane, Boynton Beach, Florida 33436;

4. The name of the agent for service of process is THORNTON M. HENRY, whose address is 505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401;

5. The names of the general partners are STEWART R. SPECTOR and BARBARA J. SPECTOR, whose business address is 43 Hampshire Lane, Boynton Beach, Florida 33426;

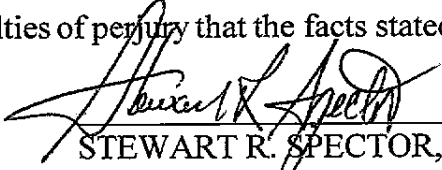
6. The mailing address of the limited partnership is 43 Hampshire Lane, Boynton Beach, Florida 33436;

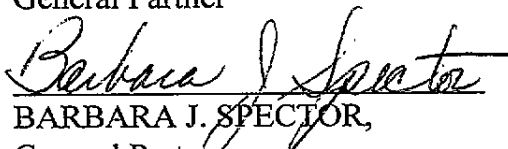
7. The latest date upon which the limited partnership is to dissolve is thirty-five (35) years from the filing of this Certificate;

8. An Affidavit of Capital Contribution accompanies this certificate.

9. This certificate is effective upon filing.

The undersigned affirms under penalties of perjury that the facts stated herein are true.

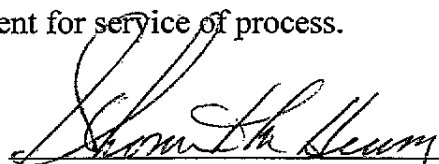

STEWART R. SPECTOR,
General Partner


BARBARA J. SPECTOR,
General Partner

FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 OCT 31 PM 1:51

The undersigned hereby accepts his appointment as agent for service of process.

F:\USERS\ATTY\LZH\16348-1\LTDPIN.CER


THORNTON M. HENRY

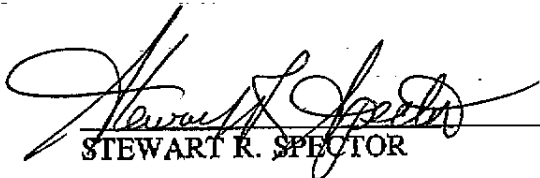
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 31 PM 1:11

AFFIDAVIT

The undersigned, STEWART R. SPECTOR, a general partner of SDS PARTNERS I, LTD., being duly sworn, does hereby depose and say:

1. I am over the age of eighteen (18) years and believe in the obligation of an oath.
2. The limited partners anticipate contributing property to the partnership having a fair market value of Four million four hundred thousand Dollars (\$4,400,000). No further contributions by the limited partners are anticipated.

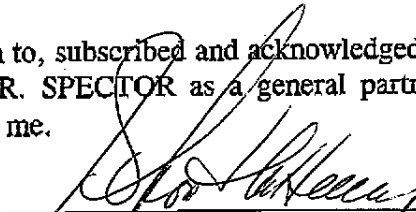
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 29th day of October, 1997.


STEWART R. SPECTOR

STATE OF FLORIDA

COUNTY OF Palm Beach

The foregoing instrument was sworn to, subscribed and acknowledged before me this 29th day of October, 1997 by STEWART R. SPECTOR as a general partner of SDS PARTNERS I, LTD., who is personally known to me.


Notary Public

Print Name

My commission expires: _____

(Notary Seal)

NAUSERS\ATTY\ZHI6348-1\LTDPIN.AFF

THORNTON M. HENRY
Notary Public, State of Florida
My Commission Expires Sept. 11, 1999
Commission No. CC 584328

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 31 PM 1:14

AFFIDAVIT

The undersigned, BARBARA J. SPECTOR, a general partner of SDS PARTNERS I, LTD., being duly sworn, does hereby depose and say:

1. I am over the age of eighteen (18) years and believe in the obligation of an oath.
2. The limited partners anticipate contributing property to the partnership having a fair market value of four hundred thousand Dollars (\$400,000). No further contributions by the limited partners are anticipated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 29th day of October, 1997.

Barbara J. Spector
BARBARA J. SPECTOR

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 31 PM 1:11

STATE OF FLORIDA

COUNTY OF Palm Beach

The foregoing instrument was sworn to, subscribed and acknowledged before me this 29th day of October, 1997 by BARBARA J. SPECTOR as a general partner of SDS PARTNERS I, LTD., who is personally known to me.

Thornton M. Henry
Notary Public

Print Name

My commission expires: _____

(Notary Seal)

NAUSERS\ATTY\ZHU\6348-1\LTDP\TN.2AF

THORNTON M. HENRY
Notary Public, State of Florida
My Commission Expires Sept. 11, 1999
Commission No. CC 584328