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MEYER & WALKER®
 (Requestor's Name)
 343 ALMERIA AVENUE
 CORAL GABLES, FL 33134 - (305) 445-2700

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 DIVISION OF CORPORATIONS
 98 FEB 17 PM 1:18
 OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. FOXCROSS BAY LIMITED PARTNERSHIP **600002433116--1**
 (Corporation Name) (Document #) -02/17/98--01062--018
 *****87.50 *****87.50
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

- Walk-In Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

A98-436

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

Name	<i>[Signature]</i>
Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Verifier	<i>[Signature]</i>
Acknowledgement	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

**CERTIFICATE OF LIMITED PARTNERSHIP OF
FOXCROSS BAY LIMITED PARTNERSHIP,
a Florida limited partnership**

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1993), hereby states:

ARTICLE 1-NAME

The name of the Partnership is FOXCROSS BAY LIMITED PARTNERSHIP.

ARTICLE 2-OFFICE ADDRESS

The address of the office of the Partnership is 7055 Southeast Greenview Place, Hobe Sound, Florida 33455.

ARTICLE 3-MAILING ADDRESS

The mailing address of the Partnership is the same.

ARTICLE 4-GENERAL PARTNER

The name and business address of the sole general partner is Donald J. Donahue, 7055 Southeast Greenview Place, Hobe Sound, Florida 33455.

ARTICLE 5-REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Partnership is AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Partnership is AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 6-DISSOLUTION

The latest date upon which the Partnership shall dissolve is twenty years from the date of filing of this Certificate of Limited Partnership with the Florida Secretary of State.

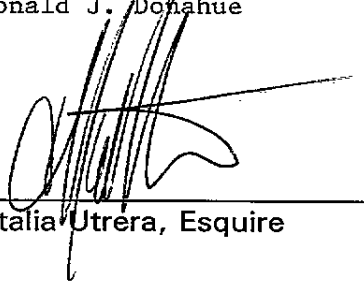


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The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the sole General Partner of FOXCROSS BAY LIMITED PARTNERSHIP this 13 February 1998.

GENERAL PARTNER:
Donald J. Donahue

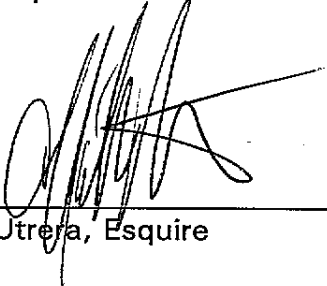


Natalia Utrera, Esquire

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for FOXCROSS BAY LIMITED PARTNERSHIP, a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, We hereby agree to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent. AmeriLawyer®, having a business office identical with the registered office of the Partnership name above, and having been designated as the Registered Agent in the above and foregoing Certificate of Limited Partnership, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

The Law Firm of Lawrence J. Spiegel,
Chartered doing business as
AmeriLawyer®

By: 

Natalia Utrera, Esquire

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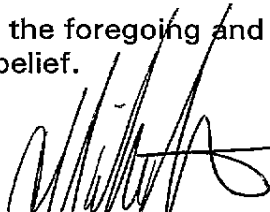
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

**STATE OF FLORIDA
COUNTY OF DADE**

BEFORE ME, the undersigned authority, personally appeared Natalia Utrera, Authorized Agent and Attorney at Law of Amerilawyer the general partner of FOXCROSS BAY LIMITED PARTNERSHIP (the "Partnership"), who, upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, Zero Dollars and No/100 (\$0.00) Dollars.
2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

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.

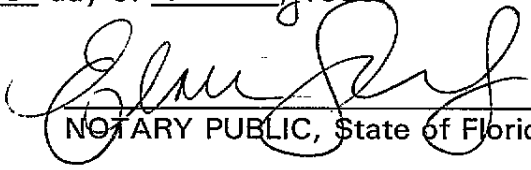


 Natalia Utrera, Esquire

Dated this 13 February 1998

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Natalia Utrera, known to me to be the person who executed the foregoing Affidavit of Capital Contributions, and she acknowledged to me and before me that she executed this Affidavit as Authorized Agent and Attorney at Law of Amerilawyer, sole General Partner of FOXCROSS BAY LIMITED PARTNERSHIP

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this 16 day of February 1998.



 NOTARY PUBLIC, State of Florida at Large



OFFICIAL NOTARY SEAL
 Elsie Sanchez
 Commission # CC 355588
 My Commission Exp. June 21, 1998

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