

A98000001015



ACCOUNT NO. : 072100000032
REFERENCE : 794226 4351925
AUTHORIZATION :
COST LIMIT : \$ PPD

FILED
98 APR 24 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 24, 1998
ORDER TIME : 9:56 AM
ORDER NO. : 794226-005
CUSTOMER NO: 4351925

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-04/24/98-01059-006
***1837.50 ***1837.50

CUSTOMER: Frank J. Yong, Esq
CONE YONG & HOUSTON, P.A.

Suite 1235
225 Water Street
Jacksonville, FL 32202-4427

DOMESTIC FILING

NAME: BROUDY BROS., LTD

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	4/24/98	CERTIFIED COPY
Availability	OK	PLAIN STAMPED COPY
Document		CERTIFICATE OF GOOD STANDING
Examiner	CONTACT PERSON:	Christopher Smith
Updater	DCC	EXAMINER'S INITIALS: _____
Updater Verifier	DCC	
Acknowledgement	DCC	
W. P. Verifier	DCC	

RECEIVED
98 APR 24 AM 11:30
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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TC
\$8,000,000.00

Same people as
291081

**CERTIFICATE OF LIMITED PARTNERSHIP
AND AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

OF

BROUDY BROS., LTD.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned general partner files this Certificate of Limited Partnership of BROUDY BROS., LTD. with the Florida Secretary of State pursuant to the requirements of Section 620.108 of the Florida Revised Uniform Limited Partnership Act (the "Act"), in order to form a Florida limited partnership.

.1. NAME. The name of the limited partnership is BROUDY BROS., LTD.

.2. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THE OFFICE AT WHICH THE RECORDS REQUIRED TO BE MAINTAINED BY THE PARTNERSHIP UNDER THE ACT ARE KEPT IS: 205 N. Ponce De Leon Boulevard, St. Augustine, Florida 32084.

.3. REGISTERED AGENT OF THE LIMITED PARTNERSHIP WILL BE: Barry B. Broudy.

.4. NAME AND ADDRESS OF THE GENERAL PARTNER OF THE PARTNERSHIP ARE AS FOLLOWS:

<u>NAME</u>	<u>ADDRESS</u>
Martin Broudy, Inc. P98000016363	205 North Ponce de Leon Boulevard St. Augustine, Florida 32084

.5. THE EFFECTIVE DATE OF THIS LIMITED PARTNERSHIP SHALL BE:
When this Certificate is filed with the Secretary of State.

.6. THE LATEST DATE UPON WHICH THE LIMITED PARTNERSHIP IS TO BE DISSOLVED AND ITS AFFAIRS WOUND UP WILL BE: December 31, 2040.

.7. CONTRIBUTIONS AND ANTICIPATED CONTRIBUTIONS OF LIMITED PARTNERS: The limited partners will make initial capital contributions for their partnership interest of \$5,000,000.00 and it is anticipated that the limited partners may make additional capital contributions of up to \$3,000,000.00. The total amount anticipated to be contributed by the limited partners is \$8,000.00.00

.8. AFFIRMATION. Each general partner hereby acknowledges that pursuant to the Act:

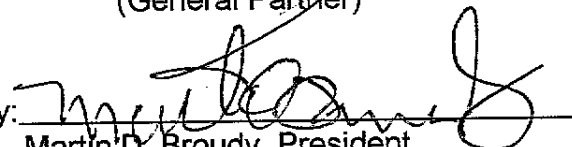
.7.1 The execution of this certificate by the general partner constitutes an affirmation under penalties of perjury that the facts stated herein are true;

.7.2 The general partner accepts the liability imposed by the Act on the general partner for a false statement contained in this certificate; and

.7.3 If, after the execution of this certificate a general partner knows that any arrangement or other fact described in this certificate has changed, making the statement inaccurate in any material respect, the general partner will forthwith cause this certificate to be canceled or amended, or file a petition for its cancellation or amendment pursuant to the terms of the Act.

EXECUTED as of this 31st day of MARCH, 1998.

MARTIN BROUDY, INC.
(General Partner)

By: 
Martin D. Broudy, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091 and 620.105 Florida Statutes, the following is submitted:

Broudy Bros., Ltd., desiring to organize or qualify under the laws of the State of Florida hereby designates Barry Broudy the registered agent to accept service of process within the State of Florida and the address of its registered office 205 N. Ponce de Leon Boulevard, St. Augustine, Florida 32084.

DATED this 31st day of MARCH, 1998.

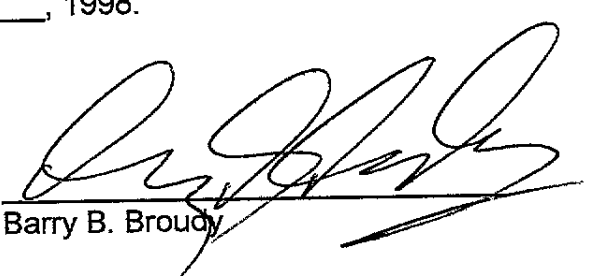
MARTIN BROUDY, INC.
(General Partner)

By: 
Martin D. Broudy, President

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TALLAHASSEE, FLORIDA

Having been named as registered agent to accept service of process for the above stated limited partnership, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 31st day of MARCH, 1998.


Barry B. Broudy