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April 24, 1998

VIA FEDERAL EXPRESS

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-04/28/98--01034--007
***1837.50 ***1837.50

State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Halliwell Family, Ltd.

Dear Sir or Madam:

Enclosed please find, in duplicate original, a Certificate of Limited Partnership, Acceptance of Designation as Registered Agent and Affidavit of Capital Contributions for Halliwell Family, Ltd. for filing with your office.

You will also find enclosed a check in the amount of \$1,837.50 to cover the following fees:

Filing Fee	\$1,750.00
Registered Agent Designation	\$ 35.00
Certified Copy	\$ 52.50

If the enclosed documents meet with your approval, please file them and return the Certified Copy in the attention of the undersigned.

Should you have any questions or require any additional information, please do not hesitate to contact me.

Very truly yours,
Patrice A. Hunter
Patrice A. Hunter
Corporate Paralegal

A98-1046

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	<i>CR 429</i>
Availability	<i>CR 429</i>
Document Examiner	<i>CR</i>
Updater	<i>CR</i>
Updater Verifier	<i>CR</i>
Acknowledgment	<i>CR</i>
W. P. Verifier	<i>CR</i>

/pas
Enclosures (check)

CERTIFICATE OF LIMITED PARTNERSHIP

OF

HALLIWELL FAMILY, LTD.

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TALLAHASSEE, FLORIDA

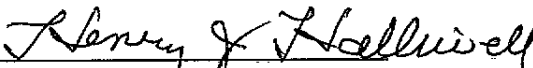
The undersigned general partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the partnership is HALLIWELL FAMILY, LTD.
2. The street address of the Partnership at which the records of the Partnership shall be kept is: 100 N.E. Third Avenue, Suite 1100, Fort Lauderdale, FL 33301.
3. The name of the Partnership's registered agent is EMO Corporate Services, which has its principal place of business in this state. The street address of the registered agent is 100 N.E. Third Avenue, Suite 1100, Fort Lauderdale, FL 33301.
3. The name and post office address of the general partners are:

Henry J. Halliwell and Agnes P. Halliwell
100 N.E. Third Avenue, Suite 1100
Fort Lauderdale, FL 33301.
4. The partnership shall be dissolved and its affairs wound up on April 24, 2048, or at such earlier time as is required by law or the Limited Partnership Agreement.

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

IN WITNESS WHEREOF, the General Partners have executed this Certificate of Limited Partnership, on April 24, 1998.


Henry J. Halliwell


Agnes P. Halliwell

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

Before me, a notary public, on this day personally appeared Henry J. Halliwell, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office on April 24, 1998.

Patrice A. Hunter
Notary Public
Patrice A. Hunter
(Printed or stamped name)

My commission expires:



PATRICE A. HUNTER
MY COMMISSION # CC448834 EXPIRES
June 1, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

Before me, a notary public, on this day personally appeared Agnes P. Halliwell, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office on April 24, 1998.

Patrice A. Hunter
Notary Public
Patrice A. Hunter
(Printed or stamped name)

My commission expires:



PATRICE A. HUNTER
MY COMMISSION # CC448834 EXPIRES
June 1, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

**SCHEDULE B
AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

The undersigned, Henry J. Halliwell and Agnes Halliwell, as General Partners, and Henry J. Halliwell, Trustee under the HENRY J. HALLIWELL REVOCABLE LIVING TRUST and Trustee under the AGNES P. HALLIWELL REVOCABLE LIVING TRUST, limited partners of Halliwell Ltd., a Florida limited Partnership (the "Partnership"), certifies that the total initial amount of capital contributions and anticipated capital contributions by the general and limited Partners of the Partnership is \$865,000.00.

FURTHER AFFIANT SAYETH NOT.

GENERAL PARTNERS:

Henry J. Halliwell (SEAL)
Henry J. Halliwell

Agnes P. Halliwell (SEAL)
Agnes P. Halliwell

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TALLAHASSEE, FLORIDA

LIMITED PARTNERS:

Henry J. Halliwell (SEAL)
Henry J. Halliwell, Trustee under
the HENRY J. HALLIWELL
REVOCABLE LIVING TRUST

Henry J. Halliwell (SEAL)
Henry J. Halliwell, Trustee under
the AGNES P. HALLIWELL
REVOCABLE LIVING TRUST

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 24 day of April 1998,
by Henry J. Halliwell, individually and as Trustee under the HENRY J. HALLIWELL
REVOCABLE LIVING TRUST and Trustee under the AGNES P. HALLIWELL REVOCABLE
LIVING TRUST, and who is personally known to me or who produced the following as
identification _____

Patrice A. Hunter

Notary Public
My Commission Expires:
Print, type or stamp name of notary



PATRICE A. HUNTER
MY COMMISSION # CC448834 EXPIRES
June 1, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 24 day of April,
1998, by Agnes P. Halliwell, and who is personally known to me or who produced the following
as identification: _____

Patrice A. Hunter

Notary public
My Commission Expires:
Print, type or stamp name of notary



PATRICE A. HUNTER
MY COMMISSION # CC448834 EXPIRES
June 1, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of HALLIWELL FAMILY, LTD, as made in the foregoing Certificate of Limited Partnership.

EMO CORPORATE SERVICES, INC.

Date: April 24, 1998

By: Patrice A. Hunter
Patrice A. Hunter, Assistant Secretary

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TALLAHASSEE FLORIDA