



THE UNITED STATES CORPORATION COMPANY

A 98000002209

ACCOUNT NO. : 072100000032
REFERENCE : 969730 7165324
AUTHORIZATION : Patricia Pizutto
COST LIMIT : \$ 148.75

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 98 SEP 22 PM 4:25

ORDER DATE : September 22, 1998
ORDER TIME : 2:47 PM
ORDER NO. : 969730-005
CUSTOMER NO: 7165324

CUSTOMER: Ms. Roseann Bankes TALBOTT REALTY, INC.

200002646632--4

111 East Boca Raton Road
Boca Raton, FL 33432

DOMESTIC FILING

NAME: 311 ASSOCIATES, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

(Handwritten mark)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

Handwritten initials and date 9/22/98, and RECEIVED stamp: 98 SEP 22 PM 3:26

**CERTIFICATE OF LIMITED PARTNETSHIP OF
311 ASSOCIATES, LTD.**

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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The undersigned, constituting all of the General Partners of 311 ASSOCIATES, LTD., a Florida limited partnership (the "Partnership") files its Certificate of Limited Partnership as follows:

1. Partnership Name. The name of the Partnership is 311 ASSOCIATES, LTD.
2. Partnership Office. The address of the office of the Partnership is 111 East Boca Raton Road, Boca Raton, Florida 33432.
3. Registered Agent. The name and address of the agent for service of process on the Partnership is Gregory K. Talbott, Talbott Realty, Inc., 111 East Boca Raton Road, Boca Raton, Florida 33432.
4. General Partner. The name and the address of the General Partner is 311 ASSOCIATES, INC., a Florida Corporation, 111 East Boca Raton Road, Boca Raton, Florida 33432. *7938V*
5. Mailing Address. The mailing address of the Partnership is 111 East Boca Raton Road, Boca Raton, Florida 33432.
6. Dissolution. The Partnership shall be dissolve upon the earliest to occur of the following:
 - (i) the determination in writing, at any time, by Partners owing at least fifty-one (51%) percent of the Partnership Interests, that the Partnership should be dissolved;
 - (ii) the Bankruptcy (as such term is hereinafter defined), insolvency, withdrawal, liquidation, dissolution or other legal disability of the General Partner, unless all of the Limited Partners agree to the continuation of the Partnership elect a new General Partner. All Limited Partners shall be given written notice by the General Partner of the occurrence of any of these events and a vote of the Limited Partners shall be held within (15) fifteen days after the mailing of such notice for the purpose of determining whether the Partnership will be continued or terminated or whether a new partnership should be formed;
 - (iii) December 31, 2001

The execution of this Certificate by the undersigned constitutes an affirmation under the penalties of perjury that the facts stated here are true.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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STATE OF FLORIDA)

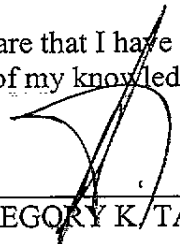
:SS.:

COUNTY OF PALM BEACH)

Before me, the undersigned authority personally appeared GREGORY K. TALBOTT, as President of 311 ASOCIATES, INC., A Florida corporation, the sole General Partner of 311 ASSOCIATES, LTD., a Florida limited partnership)the "Partnership"), who, on behalf of the corporation, after being duly sworn, deposes and says as follows:

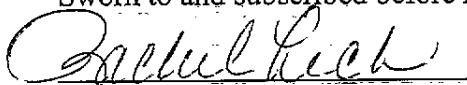
1. Limited Partner Capital. The amount of capital contributions to the Partnership made by the Partner(s), collectively, is One Thousand Dollars (\$1,000.00).
2. Additional Contributions. No additional capital contributions by the Limited Partners are anticipated.

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.



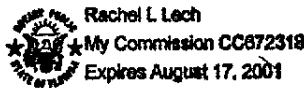
GREGORY K. TALBOTT

Sworn to and subscribed before me on this 19th day of September, 1998.



Notary Public

My Commission Expires:



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IN WITNESS WHEREOF, the undersigned have executed this Certificate of Limited Partnership as of the 18th day of September, 1998.

Witnesses:

General Partner:

311 Associates, Inc.,
a Florida Corporation

By:

GREGORY K. TALBOTT
Its President

Rachel Lech

Bryann Baker
AS TO GENERAL PARTNER

STATE OF FLORIDA)
: SS.:
COUNTY OF PALM BEACH)

The foregoing Certificate of Limited Partnership was acknowledged before me this 18th day of September, 1998, by GREGORY K. TALBOTT, as President of 311 ASSOCIATES, INC., a Florida corporation, on behalf of the corporation.

 Rachel L. Lech
My Commission CC672318
Expires August 17, 2001

Rachel Lech
Notary Public

My Commission Expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the Partnership in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree 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, as of this 18th of September, 1998.

REGISTERED AGENT:

GREGORY K. TALBOTT