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ACCOUNT NO. : 072100000032

REFERENCE : 044690 4327828

AUTHORIZATION : Patricia Pijoto

COST LIMIT : \$ 770.00

ORDER DATE : November 25, 1998

ORDER TIME : 11:49 AM

ORDER NO. : 044690-005

CUSTOMER NO: 4327828

300002696623--1

CUSTOMER: Stuart J. Haft, Esq
ALLEY MAASS ROGERS & LINDSAY,
ALLEY MAASS ROGERS & LINDSAY,
321 Royal Poinciana Pl., South

Palm Beach, FL 33480-0431

DOMESTIC FILING

NAME: AJP-MLP FAMILY LIMITED PARTNERSHIP

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: _____

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DIVISION OF CORPORATIONS
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B/K
11/25/98

CERTIFICATE OF LIMITED PARTNERSHIP
AJP-MLP FAMILY LIMITED PARTNERSHIP
A FLORIDA LIMITED PARTNERSHIP

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The undersigned, as General Partner of AJP-MLP Family Limited Partnership, a Florida limited partnership ("the Limited Partnership"), hereby executes and acknowledges this Certificate of Limited Partnership as follows:

1. Name of Limited Partnership: The Limited Partnership's name is AJP-MLP Family Limited Partnership.

2. Limited Partnership's Business Address: The Limited Partnership's principal place of business and business address is:

711 N. County Road
Palm Beach, Florida 33480

3. Limited Partnership's Business: The Limited Partnership's business is owning and managing real and personal property and any other legal business under the laws of the State of Florida, whether related or not to its ongoing business.

4. Registered Agent: The name and mailing address of the Limited Partnership's registered agent is:

Stuart J. Haft, Esq.
c/o Alley, Maass, Rogers & Lindsay, P.A.
321 Royal Poinciana Plaza, South
Palm Beach, Florida 33480

5. Mailing Address: The mailing address of the Limited Partnership:

c/o Arthur J. Poisson
711 N. County Road
Palm Beach, Florida 33480

6. General Partner: The name, address and ownership percentage of the General Partner is:

AJP-MLP, INC.
711 N. County Road
Palm Beach, Florida 33480,
(1%)

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7. Dissolution: The latest date upon which this Limited Partnership is to be dissolved is January 1, 2028.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the undersigned this 20 day of November, 1998.

AJP-MLP, INC., a Florida Corporation
General Partner

By: Arthur J. Poisson
Arthur J. Poisson, President

STATE OF Vermont

COUNTY OF Bennington

The foregoing Certificate of Limited Partnership was acknowledged before me this 20th day of November 1998, by Arthur J. Poisson, as President of AJP-MLP, INC., General Partner of AJP-MLP Family Limited Partnership. He is personally known to me or has produced _____ as identification.

(Notary Seal)

Brenda L. Jones
NOTARY PUBLIC
Print Name: Brenda L. Jones
Commission Number: none
Commission Expiration: 2-10-99

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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The undersigned, Arthur J. Poisson, President of AJP-MLP, INC., a Florida corporation, the General Partner of AJP-MLP Family Limited Partnership, a Florida limited partnership (the "Limited Partnership"), upon being duly sworn, certifies as follows:

1. The total amount of capital contributions to the Limited Partnership by the Limited Partners to date is \$0.

2. The total amount anticipated to be contributed by the Limited Partners of the Partnership totals ONE HUNDRED FIVE THOUSAND (\$105,000) DOLLARS.

FURTHER AFFIANT SAYETH NOT.

AJP-MLP, INC., a Florida Corporation
General Partner

By: Arthur J. Poisson
Arthur J. Poisson, President

STATE OF Vermont

COUNTY OF Bennington

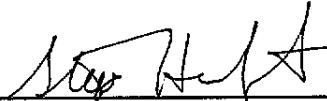
The foregoing Affidavit of Capital Contributions was acknowledged before me this 20th day of November 1998, by Arthur J. Poisson, as President of AJP-MLP, INC., General Partner of AJP-MLP Family Limited Partnership. He is personally known to me or has produced _____ as identification.

(Notary Seal)

Brenda L. Jones
NOTARY PUBLIC
Print Name: Brenda L. Jones
Commission Number: none
Commission Expiration: 2-10-99

ACCEPTANCE OF DESIGNATION

The undersigned, Stuart J. Haft, hereby accepts the designation of himself as registered agent for the limited partnership and agrees to serve in compliance with all applicable Florida Statutes.



STUART J. HAFT

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STATE OF FLORIDA


COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 24th day of November 1998, by Stuart J. Haft who is the Registered Agent of AJP-MLP Family Limited Partnership. He is personally known to me or has produced _____ as identification.

(Notary Seal)



Constance M. Carlton
MY COMMISSION # CC502045 EXPIRES
October 25, 1999
BONDED THRU TROY FAJN INSURANCE, INC.



NOTARY PUBLIC
Print Name: _____
Commission Number: _____
Commission Expiration: _____