

Fax Audit Number: H99000022072 5

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
FERN DEVELOPMENT, LTD.,
a Florida limited partnership**

The undersigned general partner desiring to form a limited partnership pursuant to 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 limited partnership is FERN DEVELOPMENT, LTD. (the "Partnership").
2. The address of the office of the Partnership is 7777 Glades Road, Suite 310, Boca Raton, Florida 33434.
3. The name and address of the agent for service of process on the Partnership is: FERN DEVELOPMENT CORP., 7777 Glades Road, Suite 310, Boca Raton, Florida 33434.
4. The name and business address of the general partner is as follows:

FERN DEVELOPMENT CORP.
7777 Glades Road, Suite 310
Boca Raton, Florida 33434
5. The mailing address of the Partnership is 7777 Glades Road, Suite 310, Boca Raton, Florida 33434.
6. The latest date upon which the Partnership will dissolve is December 31, 2099.

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.

David J. Powers, Esq.
Florida Bar Number 867081
Broad and Cassel
7777 Glades Road , Suite 300
Boca Raton, Florida 33434
Telephone: (561) 483-7000
Fax Audit Number: H99000022072 5

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This Certificate of Limited Partnership has been executed by the sole General Partner of FERN DEVELOPMENT, LTD., this 1st day of September, 1999.

GENERAL PARTNER:

FERN DEVELOPMENT CORP.,
a Florida corporation

By:


Robert J. Schmier, President

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BROAD AND CASSEL
TALLAHASSEE, FLORIDA

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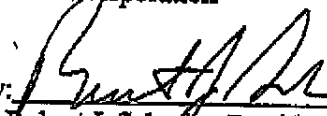
ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for FERN DEVELOPMENT, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned, hereby agrees to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

FERN DEVELOPMENT CORP.,
a Florida corporation

Dated: September 1, 1999

By: 
Robert J. Schmeizer, President

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SEP 01 1999 11 AM 8:34
FERN DEVELOPMENT LTD.
REGISTERED AGENT

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting the sole general partner of FERN DEVELOPMENT, LTD., a Florida limited partnership, hereby certifies as follows:

The amount of capital contributions to date of the limited partners is \$100.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$7,500.

Executed this 1st day of September, 1999.

FURTHER AFFIANT SAYETH NOT.

Under the 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.

GENERAL PARTNER:

FERN DEVELOPMENT CORP.,
a Florida corporation

By: 
Robert J. Schnizer, President

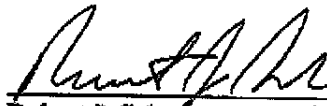
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BROAD AND CASSEL
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AFFIDAVIT

The undersigned being first duly sworn, deposes and says that:

1. FERN DEVELOPMENT CORP. (the "Corporation") has filed Articles of Incorporation with the Florida Division of Corporations;
2. The Corporation shall act as general partner to a Florida limited partnership (the "Partnership");
3. The Partnership's Certificate of Limited Partnership is enclosed herein for filing with the Florida Division of Corporations; and
4. The Corporation hereby grants its consent and permission to the Partnership to use the name "FERN DEVELOPMENT, LTD."


 Robert J. Schmier, as President of
 FERN DEVELOPMENT CORP., a Florida
 corporation

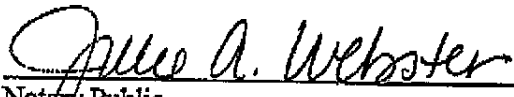
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 STATE OF FLORIDA
 DEPARTMENT OF REVENUE
 SALES TAX DIVISION

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 1st day of September, 1999, by Robert J. Schmier, as President of FERN DEVELOPMENT CORP., () who is personally known to me or () who has produced _____ as identification.




 Notary Public
 Name: _____
 Commission Expires: _____
 Serial Number: _____

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