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Florida Department of State
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Division of Corporations
Fax Number : (850) 922-4003

From:
Account Name : CHERRY & SPENCER, P.A.
Account Number : 072100000272
Phone : (561) 471-7767
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FLORIDA LIMITED PARTNERSHIP

MetroCentre Corporate Partners, Ltd.

mtm
9/23

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$140.00

FAN: H99-22941

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
METROCENTRE CORPORATE PARTNERS, LTD.
a Florida limited partnership**

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

1. The name of the Limited Partnership is METROCENTRE CORPORATE PARTNERS, LTD.
2. The business address of the Partnership is 5488 Pennock Point Road, Jupiter, FL 33458.
3. The name and address of the agent for service of process on the Partnership are: Richard G. Cherry, 1665 Palm Beach Lakes Blvd., Suite 600, West Palm Beach, FL 33401.
4. The name and business address of the general partner is: MetroCentre Corporate Partners GP, Inc., 5488 Pennock Point Road, Jupiter, FL 33458.
5. The mailing address of the Partnership is: 5488 Pennock Point Road, Jupiter, FL 33458.
6. The latest date upon which the limited partnership is to be dissolved is December 31, 2049.

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.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by all of the general partners of MetroCentre Corporate Partners, Ltd.

MetroCentre Corporate Partners GP, Inc.
General Partner

By: Richard G. Cherry
Richard G. Cherry, Vice President

Date: 9/23/99

FAN: H99-22941

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for MetroCentre Corporate Partners, Ltd., a Florida Limited Partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree 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

Richard G. Cherry
Richard G. Cherry

Date: 9/23/99

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AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Richard G. Cherry, as Vice President of MetroCentre Corporate Partners GP, Inc., a Florida corporation, constituting all of the general partners of METROCENTRE CORPORATE PARTNERS, LTD., a Florida limited partnership, (hereinafter referred to as the "Partnership"), who, upon being duly sworn, certifies as follows:

1. The amount of the capital contributions to date of the limited partners is \$100.00.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time is \$100.00.

FURTHER AFFIANT SAYETH NAUGHT.

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.

General Partner

MetroCentre Corporate Partners GP, Inc.,
a Florida corporation

By: Richard G. Cherry
Richard G. Cherry, Vice President

Date: 9/23/99

SWORN TO and subscribed before me by Richard G. Cherry, Vice President of MetroCentre Corporate Partners GP, Inc., General Partner of MetroCentre Corporate Partners, Ltd., who is personally known to me, this 23 day of September, 1999.

(Official Seal)



JULIE N. KRAUSS
My Comm Exp. 6/03/2001
Bonded By Service Ins
No. CC652538
 Personally Known Other

Julie N. Krauss
Notary Public

FAN: H99-22941