

CAPITAL CONNECTION, INC.
 417 E. Virginia Street, Suite 200, Tallahassee, Florida 32302
 (850) 224-8870 • Fax (850) 224-8872

A99000002063

Mortgage B, LTD

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 ****236.25 ****148.75

file 2nd

4

BK

Signature

12/10/99

Requested by:

CO

12-10-99

11:00

Name

Date

Time

Walk-In

Will Pick Up

- Art of Inc. File
- LTD Partnership File *Cert*
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

99 DEC 10 AM 11:43

RECEIVED

99 DEC 10 PM 2:07

DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED
PARTNERSHIP OF
MORTGAGE B, LTD.**

SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 10 PM 2:07

The undersigned, desiring to form a limited partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, hereby states the following:

1. Name of Limited Partnership. The name of the limited partnership is:

Mortgage B, Ltd.
(the "Partnership")

2. Address of the Partnership. The office address of the Partnership is located
at:

222 Lakeview Avenue, 17th Floor
West Palm Beach, FL 33401

3. Registered Agent and Office. The name and address of the registered agent of the Partnership for service of process pursuant to Section 620.105, Florida Statutes, are:

Regserv Corp.
222 Lakeview Avenue, 17th Floor
West Palm Beach, FL 33401

4. Name and Address of the General Partner. The name and address of the sole general partner of the Partnership are:

Mortgage B Corporation
222 Lakeview Avenue, 17th Floor
West Palm Beach, FL 33401

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

222 Lakeview Avenue, 17th Floor
West Palm Beach, FL 33401

6. Effective Date of Limited Partnership. The effective date of the Partnership shall be the date it is filed with the Secretary of State of Florida.


SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 10 PM 2:07

7. Dissolution of the Partnership. The latest date upon which the Partnership is to dissolve is December 31, 2099.

The execution of this Certificate of Limited Partnership by the undersigned sole General Partner of the Partnership constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership this 9th day of December, 1999.

MORTGAGE B CORPORATION, a Florida corporation, Sole General Partner

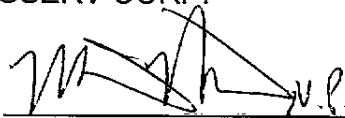
By: 
Patrick J. DiSalvo, Vice President

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP, AT THE PLACE DESIGNATED IN NUMBER 3 OF THIS CERTIFICATE OF LIMITED PARTNERSHIP, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

Dated this 9th day of December, 1999.

REGSERV CORP.

By: 
Mark Nussbaum, Vice President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

NOTARY PUBLIC OF FLORIDA
AFFIDAVIT OF CAPITAL CONTRIBUTIONS
99 DEC 10 PM 2:07

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned notary public, personally appeared Patrick J. DiSalvo, Vice President of Mortgage B Corporation, a Florida corporation, which is the sole general partner of Mortgage B, Ltd. (the "Partnership"), whose business address is 222 Lakeview Avenue, 17th Floor, West Palm Beach, FL 33401, who, upon being duly sworn, certifies on behalf of the Partnership the following:

- 1. The amount of capital contributions to the Partnership made by the limited partners is \$10.00.
- 2. The amount anticipated to be contributed by the limited partners is \$1,000.00.

FURTHER AFFIANT SAYETH NOT:

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.

Dated: December 9, 1999.



Patrick J. DiSalvo

Sworn to and subscribed before me this 9th day of December, 1999 by Patrick J. DiSalvo, as Vice President of Mortgage B Corporation, a Florida corporation, on behalf of the corporation. Personally known or produced _____ as identification.

NOTARY PUBLIC



Jacqueline M. Ruszenas
MY COMMISSION # CC627707 EXPIRES
April 16, 2001
BONDED THRU TROY FAJN INSURANCE, INC.

(NOTARIAL SEAL)

Sign: Jacqueline M. Ruszenas
Print: _____
State of Florida at Large
My commission expires: _____
Serial Number, if any: _____