



THE UNITED STATES
CORPORATION
COMPANY

A97000002288

ACCOUNT NO. : 072100000032

REFERENCE : 573673 9081A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 22, 1997

ORDER TIME : 9:56 AM

ORDER NO. : 573673-005

CUSTOMER NO: 9081A

CUSTOMER: Ms. Laura G. Maclean
MACLEAN & EMA

2600 Ne 14th Street Causeway

Pompano Beach, FL 33062

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 22 PM 1:31

500002329135--9
-10/24/97--01071--018
***1837.50 ***1837.50

DOMESTIC FILING

NAME: TOUT PRET, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

G. TAX	_____
FILING	1750.00
R. AGENT FEE	25.00
C. COPY	52.50
TOTAL	1837.50
N. BANK	_____
BALANCE DUE	_____
OFFICE	_____

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

10/22/97
RECEIVED
97 OCT 22 PM 12:11
DIVISION OF CORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP
OF TOUT PRET, LTD.

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, certify as follows:

- (1) **Name of Limited Partnership.** The name of the Limited Partnership is TOUT PRET, LTD.
- (2) **Office for Maintenance of Business Records.** The address of the office at which the records of the Limited Partnership will be kept, as required by Section 620.106 of the Florida Statutes is C/O Jacqueline M. Payne, 8091 3rd Place South, West Palm Beach, FL 33447.
- (3) **Agent for Service of Process.** The name and address of the Partnership's agent for service of process in Florida is Laura G. MacLean, Esquire, C/O MacLean and Ema 2600 NE 14th Street Causeway, Pompano Beach, Florida 33062.
- (4) **General Partner.** The name and business address of each General Partner in the Limited Partnership is as follows:

Name

Business Address

Tout Pret, Inc.
George E. Murray, President

100 W. Hidden Valley Blvd.
#506
Boca Raton, FL 33487

PA6600086713

- (5) **Address of Partnership.** The mailing address of the Limited Partnership is C/O Jacqueline M. Payne, 8091 3rd Place South, West Palm Beach, FL 33447.
- (6) **Date of Dissolution.** The latest date on which the Limited Partnership is to dissolve is December 31, 2027.

Dated: October 17, 1997.
Boca Raton, Florida

GENERAL PARTNER

RESIDENT AGENT

TOUT PRET, INC.

By: George E. Murray
George E. Murray,
President

Laura G. MacLean
Laura G. MacLean

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned George E. Murray , President of Tout Pret, Inc., who is the only General Partner of TOUT PRET, LTD., declares that the capital contributions of all the Limited Partners in the Partnership are as follows:

- (1) The Limited Partners have made capital contributions in the following amounts:

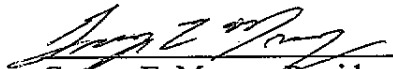
<u>Name of Limited Partner</u>	<u>Amount of Contribution</u>
Tout Pret, Ltd.	\$ 3,850
George E. Murray	\$96,250
Diana L. Bricker	\$96,250
John F. Murray	\$96,250
Jacqueline M. Payne	\$96,250

- (2) There are no additional capital contributions that are contemplated at this time.


Dated: October 17, 1997.
Boca Raton, Florida

GENERAL PARTNER

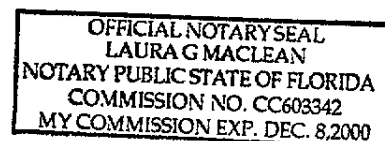
TOUT PRET, INC.


George E. Murray, President

SWORN TO and subscribed before me this 17th day of October, 1997.


Notary Public/State of Florida
(SEAL)

My commission expires:



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