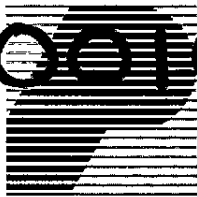


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7/8/98

Florida Dept. Of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32314

Re: Wharton Investment Group of Lake City, Ltd.

700002584457--5
-07/09/98--01061--004
****105.00 ****105.00

Dear Sirs:

Enclosed herewith is the original and one copy of the Certificate of Limited Partnership, with Affidavit of Capital Contributions.

Also enclosed is a check for the \$52.50 filing fee \$35.00 for the registered agent fee and \$17.50 for 2 certificates (\$8.75 ea).

Please file the enclosed Certificate of Limited Partnership and forward the 2 certificates to the undersigned at 5082 Coconut Creek Parkway, Margate, FL 33063

Thank you for your prompt assistance in this matter.

Thomas K. J. Tuso

Thomas K. J. Tuso.

133

FILED
98 JUL -9 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thomas Tuso GAVE

AUTHORIZATION BY PHONE TO

CORRECT Affidavit

DATE 7/10/98

DOC. EXAM. dec

(Contribution total is \$99.00)

Name	7/10/98
Availability	dec
Document Examiner	DCC
Updater	dec
Updater Verifier	?
Acknowledgement	DCC
W. P. Verifier	DCC

A 98000001670

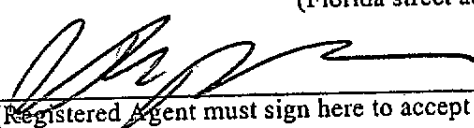
PROCACCI COMMERCIAL REALTY, INC.

5082 Coconut Creek Parkway • P.O. Box 93-4246 • Margate, Florida 33063-4246

(954) 979-5082 • (954) 979-7765 Fax

TC
\$99.00

CERTIFICATE OF LIMITED PARTNERSHIP

1. Wharton Investment Group of Lake City, Ltd.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 5082 Coconut Creek Parkway, Margate, FL 33063
(Business address of Limited Partnership)
3. Philip J. Procacci
(Name of Registered Agent for Service of Process)
4. 5082 Coconut Creek Parkway, Margate FL 33063
(Florida street address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 5082 Coconut Creek Parkway, Margate, FL 33063
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: 12/31/2008

8. Name(s) of general partner(s):

Street address:

Procacci Lake City, Inc

5082 Coconut Creek Parkway, Margate FL 33063

P98000054079

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 8th day of July, 19 98.


Signature of all general partners:

Procacci Lake City, Inc
General Partner

General Partner

By Philip J. Procacci
~~General Partner~~ President

General Partner


~~General Partner~~
Philip J. Procacci

General Partner

98 JUL -9 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of Wharton Investment Group
Of Lake City, Ltd.

a Florida Limited Partnership, certify:

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98 JUL -9 PM 11 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The amount of capital contributions to date of the limited partners is \$ 199.00

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 99.00

Signed this 8th day of July, 19 98

FURTHER AFFIANT SAYETH NOT.

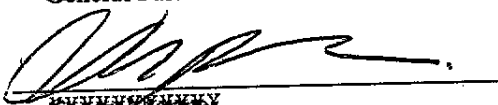
Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Procacci Lake City, Inc.
General Partner

General Partner

By: Philip J. Procacci
~~General Partner~~ President

General Partner


~~General Partner~~
Philip J. Procacci

General Partner