



THE UNITED STATES
CORPORATION
COMPANY

A98000002599

ACCOUNT NO. : 072100000032

REFERENCE : 040026 7165324

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 140.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 20 PM 2:27

ORDER DATE : November 20, 1998

ORDER TIME : 2:40 PM

ORDER NO. : 040026-010

CUSTOMER NO: 7165324

CUSTOMER: Ms. Roseann Banks
TALBOTT REALTY, INC.
TALBOTT REALTY, INC.
111 East Boca Raton Road

800002693088-5

Boca Raton, FL 33432

DOMESTIC FILING

NAME: 140 ASSOCIATES, LTD.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS: _____

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DIVISION OF CORPORATIONS
TALBOTT REALTY, INC.

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RECEIVED

BK
8/20/98

*FILED
SECOND*

**CERTIFICATE OF LIMITED PARTNETSHIP OF
140 ASSOCIATES, LTD.**

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The undersigned, constituting all of the General Partners of 140 ASSOCIATES, LTD., a Florida limited partnership (the "Partnership") files its Certificate of Limited Partnership as follows:

- 998 0000 98124
1. Partnership Name. The name of the Partnership is 140 ASSOCIATES, LTD.
 2. Partnership Office. The address of the office of the Partnership is 111 East Boca Raton Road, Boca Raton, Florida 33432.
 3. Registered Agent. The name and address of the agent for service of process on the Partnership is Gregory K. Talbott, Talbott Realty, Inc., 111 East Boca Raton Road, Boca Raton, Florida 33432.
 4. General Partner. The name and the address of the General Partner is 140 ASSOCIATES, INC., a Florida Corporation, 111 East Boca Raton Road, Boca Raton, Florida 33432.
 5. Mailing Address. The mailing address of the Partnership is 111 East Boca Raton Road, Boca Raton, Florida 33432.
 6. Dissolution. The Partnership shall be dissolve upon the earliest to occur of the following:
 - (i) the determination in writing, at any time, by Partners owing at least fifty-one (51%) percent of the Partnership Interests, that the Partnership should be dissolved;
 - (ii) the Bankruptcy (as such term is hereinafter defined), insolvency, withdrawal, liquidation, dissolution or other legal disability of the General Partner, unless all of the Limited Partners agree to the continuation of the Partnership elect a new General Partner. All Limited Partners shall be given written notice by the General Partner of the occurrence of any of these events and a vote of the Limited Partners shall be held within (15) fifteen days after the mailing of such notice for the purpose of determining whether the Partnership will be continued or terminated or whether a new partnership should be formed;
 - (iii) December 31, 2001

The execution of this Certificate by the undersigned constitutes an affirmation under the penalties of perjury that the facts stated here are true.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Limited Partnership as of the 19th day of November, 1998.

Witnesses:

General Partner:

140 Associates, Inc.,
a Florida Corporation

Rachel Lech

By:

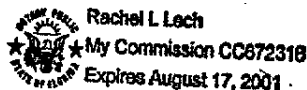
GREGORY K. TALBOTT
Its President

Rose Ann Banks
AS TO GENERAL PARTNER

STATE OF FLORIDA)

: SS.:

COUNTY OF PALM BEACH)



The foregoing Certificate of Limited Partnership was acknowledged before me this 19th day of November, 1998, by GREGORY K. TALBOTT, as President of 140 ASSOCIATES, INC., a Florida corporation, on behalf of the corporation.

Rachel Lech
Notary Public

My Commission Expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the Partnership in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent, as of this 19th of November, 1998.

REGISTERED AGENT:

GREGORY K. TALBOTT

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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STATE OF FLORIDA)
 :SS.:
COUNTY OF PALM BEACH)

Before me, the undersigned authority personally appeared GREGORY K. TALBOTT, as President of 140 ASOCIATES, INC., A Florida corporation, the sole General Partner of 140 ASSOCIATES, LTD., a Florida limited partnership)the "Partnership"), who, on behalf of the corporation, after being duly sworn, deposes and says as follows:

1. Limited Partner Capital. The amount of capital contributions to the Partnership made by the Partner(s), collectively, is One Thousand Dollars (\$1,000.00).
2. Additional Contributions. No additional capital contributions by the Limited Partners are anticipated.

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.



GREGORY K. TALBOTT

Sworn to and subscribed before me on this 19th day of November, 1998.



Notary Public

My Commission Expires:



Rachel L. Lech
My Commission CC672318
Expires August 17, 2001