



THE UNITED STATES
CORPORATION
COMPANY

A980000002708

ACCOUNT NO. : 072100000032

REFERENCE : 058020 5315A

AUTHORIZATION :

COST LIMIT : \$ PPD

SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -9 PM 1:29

ORDER DATE : December 9, 1998

ORDER TIME : 10:25 AM

ORDER NO. : 058020-005

CUSTOMER NO: 5315A

CUSTOMER: Mr. J. Eric Taylor
TRENAM KEMKER SCHARF BARKIN
TRENAM KEMKER SCHARF BARKIN
2700 Barnett Plaza
101 East Kennedy Boulevard
Tampa, FL 33602

848A 00058189

DOMESTIC FILING

NAME: DE QUESADA LIMITED
PARTNERSHIP

800002707256--4
-12/09/98--01060--025
***1837.50 ***1837.50

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: Cassandra Lamm

EXAMINER'S INITIALS:

OK 12/9/98

98 DEC -9 AM 11:25

DE QUESADA LIMITED PARTNERSHIP I
CERTIFICATE OF LIMITED PARTNERSHIP

RECEIVED
98 DEC -9 PM 1:29
STATE OF FLORIDA
CORPORATIONS

The undersigned General Partner hereby signs this Certificate of Limited Partnership for the purpose of forming a limited partnership for profit in accordance with the laws of the State of Florida. This Certificate of Limited Partnership has been duly executed and is being filed in accordance with Section 620.108, Florida Statutes.

1. Name of the Partnership. The name of the Partnership shall be DE QUESADA LIMITED PARTNERSHIP I.

2. Office and Mailing Address of the Partnership. The address of the office of the Partnership and the mailing address of the Partnership shall be 3435 Bayshore Boulevard, Apt. 2100, Tampa, Florida 33629.

3. Agent for Service of Process. The name and address of the agent for service of process of the Partnership are as follows:

Alejandro M. de Quesada
3435 Bayshore Boulevard, Apt. 2100
Tampa, Florida 33629

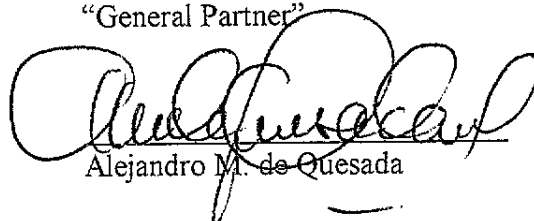
4. Name and Business Address of General Partner. The name and business address of the General Partner are as follows:

Alejandro M. de Quesada
3435 Bayshore Boulevard, Apt. 2100
Tampa, Florida 33629

5. Latest Date of Dissolution. The latest date on which the Partnership is to dissolve is December 31, 2048.

DATED this 9 day of November, 1998.

"General Partner"


Alejandro M. de Quesada

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -9 PM 1:29

STATE OF FLORIDA)

COUNTY OF HILLSBOROUGH)

BEFORE ME, the undersigned authority, personally appeared Alejandro M. de Quesada, General Partner of de Quesada Limited Partnership I, a Florida limited partnership being formed (the "Partnership"), who, upon being sworn, certifies as follows:

1. The amount of the initial capital contribution to be made to the Partnership by the Limited Partners is \$1,500,000.00.

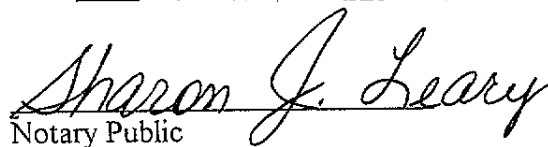
2. It is not anticipated that additional capital is to be contributed by the Limited Partners to the Partnership.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned declares that he has read the foregoing and the facts alleged are true, to the best of his knowledge and belief.


Alejandro M. de Quesada

SWORN TO AND SUBSCRIBED before me this 9 day of November, 1998.


Notary Public

My Commission Expires:

