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January 24, 2000

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327


Re: Yang of Merritt Island, Ltd.

900003116999--9
-01/31/00--01141--006
***1837.50 ***1837.50

Dear Sir/Madam:

Enclosed for filing, please find an original and one (1) copy of the proposed Certificate of Limited Partnership of Yang of Merritt Island, Ltd., together with our firm's check in the amount of \$1,837.50 representing the filing fee for said certificate. Please return a certified filed copy of the enclosed certificate to the undersigned at your earliest convenience.

Sincerely,


Helen Brock Ford
Paralegal

/hbf
Enclosures

SL

FILED
00 JAN 31 AM 9:40
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
YANG OF MERRITT ISLAND, LTD.**

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the general partners of YANG OF MERRITT ISLAND, LTD. (the "Partnership"), hereby submit the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be YANG OF MERRITT ISLAND, LTD. (the "Partnership").

2. The initial business and mailing address of the Partnership where records shall be kept shall be 1490 South Oaks Drive, Merritt Island, Florida 32952.

3. The name and address of the initial registered agent for service of process is Tyng-Lin Yang, 1490 South Oaks Drive, Merritt Island, Florida 32952.

4. The names and initial addresses of the General Partners are:

Tyng-Lin Yang, Trustee
Tyng-Lin Yang Family Trust dated October 29, 1999
1490 South Oaks Drive
Merritt Island, Florida 32952

Li-Woan Yang, Trustee
Li-Woan Yang Family Trust dated October 29, 1999
1490 South Oaks Drive
Merritt Island, Florida 32952


5. The initial mailing address of the limited partnership is 1490 South Oaks Drive, Merritt Island, Florida 32952.

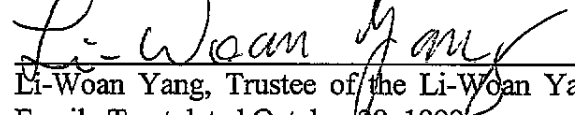
6. The latest date upon which the Partnership is to dissolve shall be December 31, 2050.

FILED
00 JAN 31 AM 9:40
MERRITT ISLAND, FLORIDA

This Certificate has been executed by the undersigned as of the 21st day of January, 2000.

GENERAL PARTNERS:

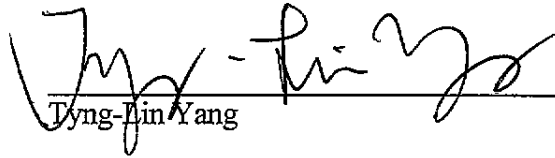

Tyng-Lin Yang, Trustee of the Tyng-Lin Yang
Family Trust dated October 29, 1999


Li-Woan Yang, Trustee of the Li-Woan Yang
Family Trust dated October 29, 1999

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NO JAN 31 AM 9:40
PALM BEACH, FLORIDA

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for YANG OF MERRITT ISLAND, LTD., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership, and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in Section 620.912, Florida Statutes.



Tyng-Lin Yang

Dated this 21st day of January, 2000.

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00 JAN 31 6:19:40

NOTARY PUBLIC
TALLAHASSEE, FLORIDA

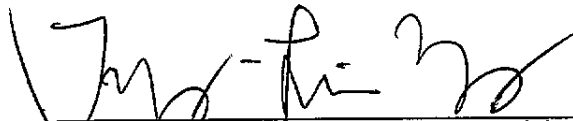
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

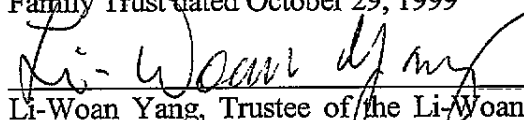
The undersigned being all of the general partners of YANG OF MERRITT ISLAND, LTD., and being duly sworn do hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of YANG OF MERRITT ISLAND, LTD, with the Florida Department of State, as required by Section 620.108, Florida Statutes:

The amount of the capital contributions of the limited partners as of the date hereof is real and personal property with an approximate value of \$1,700,000.00. No further capital contributions from the limited partners are anticipated at this time.

This Affidavit is executed and sworn to by:

GENERAL PARTNERS:


Tyng-Lin Yang, Trustee of the Tyng-Lin Yang
Family Trust dated October 29, 1999


Li-Woan Yang, Trustee of the Li-Woan Yang
Family Trust dated October 29, 1999

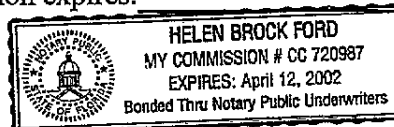
Dated this 21st day of January, 2000.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 21st day of January, 2000, by Tyng-Lin Yang, Trustee of the Tyng-Lin Yang Family Trust dated October 29, 1999. He is personally known to me or has produced n/a as identification.

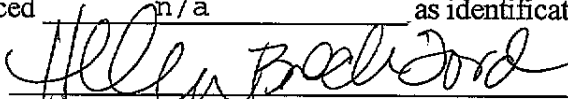

(Signature of Notary Public)

(Typed name of Notary Public)
Notary Public, State of Florida
Commission No. _____
My commission expires: _____



STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 21st day of January, 2000, by
Li-Woan Yang, Trustee of the Li-Woan Yang Family Trust dated October 29, 1999. She is
personally known to me or has produced n/a as identification.


(Signature of Notary Public)

(Typed name of Notary Public)

Notary Public, State of Florida

Commission No. _____

My commission expires: _____



FILED

00 JAN 31 AM 9:40

NOTARY PUBLIC, FLORIDA