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Legacy Asset Corporation

3601 N.E. 5th Avenue, Fort Lauderdale, FL 33334
954-792-0227

Bureau of Commercial Recording
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

MJH

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-12/30/99--01059--002
****315.00 ****315.00

To Whom It May Concern:

Enclosed please find the following documents:

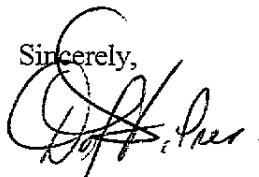
- an original and one copy (for certifying) of the Certificate of Limited Partnership for Heritage Capital Limited Partnership;
- an acceptance of Designation as Registered Agent for Heritage Capital Limited Partnership;
- an Affidavit of Capital Contributions for Heritage Capital Limited Partnership; and,
- a check for \$315 to cover the \$280 filing fee (based on a total capital contribution of \$40,000) and the \$35 fee to designate the registered agent.

The contact person is Daniel J. Hittenberger and Mr. Hittenberger can be reached at 954-792-0227. Once filed, please return the certified copy and any additional acknowledgment to:

Daniel J. Hittenberger
Legacy Asset Corporation
3601 N.E. 5th Avenue
Fort Lauderdale, FL 33334

Thank you in advance for your cooperation in filing this limited partnership.

Sincerely,



Legacy Asset Corporation, General Partner

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 30 PM 1:43

**CERTIFICATE OF LIMITED PARTNERSHIP
FOR
HERITAGE CAPITAL LIMITED PARTNERSHIP**

SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 30 PM 1:43

ARTICLE I. NAME

The name of the limited partnership shall be Heritage Capital Limited Partnership.

ARTICLE II. BUSINESS ADDRESS

The business address for the limited partnership shall be 6960 SW 20th Street, Plantation, FL 33317.

ARTICLE III. MAILING ADDRESS

The mailing address for the limited partnership shall be 6960 SW 20th Street, Plantation, FL 33317.

ARTICLE IV. REGISTERED AGENT

The registered agent for service of process shall be Daniel J. Hittenberger at 6960 SW 20th Street, Plantation, FL 33317.

ARTICLE V. DISSOLUTION

The latest date upon which the Limited Partnership shall be dissolved is January 1, 2050.

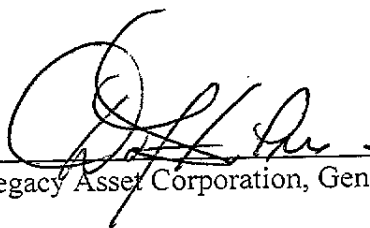
ARTICLE VI. GENERAL PARTNER

The general partner of the limited partnership shall be Legacy Asset Corporation, a Florida Corporation, located at the following street address: 3601 N.E. 5th Avenue, Fort Lauderdale, FL 33334.

99000102314

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

Signed this 7th day of DECEMBER, 1999.

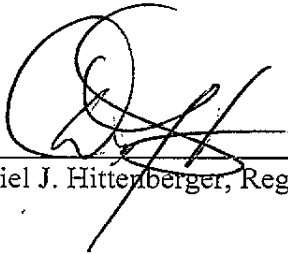


Legacy Asset Corporation, General Partner

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT
FOR
HERITAGE CAPITAL LIMITED PARTNERSHIP**

I, Daniel J. Hittenberger, do hereby accept the designation as registered agent for service of process of Heritage Capital Limited Partnership.

Signed this 7th day of DECEMBER, 1999.

A handwritten signature in black ink, appearing to be 'D. Hittenberger', written over a horizontal line.

Daniel J. Hittenberger, Registered Agent

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR
HERITAGE CAPITAL LIMITED PARTNERSHIP

The undersigned constituting all of the general partners of Heritage Capital Limited Partnership, certify:


The amount of capital contributions to date of the limited partners is \$0.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$40,000.00.

Signed this 7th day of December, 1999.

FURTHER AFFIANT SAYETH NOT.

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



Legacy Asset Corporation, General Partner