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PLEASANT CITY LIMITED PARTNERSHIP

4239 Northlake Blvd., Suite D
Palm Beach Gardens, FL 33410
(561) 626-2778 Fax: (561) 626-3911

January 7, 2000

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

To Whom It May Concern:

I am attaching for filing a new Limited Partnership. I am enclosing:

1.)	Min. Filing Fee	\$ 52.50
2.)	Designated Agent	35.00
3.)	Certificate	8.75

Total Enclosed	96.25
(payable to Department of State)	

Thank you for your immediate attention to the above. All acknowledgments should be sent to the above address.

Sincerely,



Joseph F. Crossen

Phone: (561) 626-2778
Fax: (561) 626-3911

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**CERTIFICATE OF LIMITED PARTNERSHIP OF
PLEASANT CITY LIMITED PARTNERSHIP**
a Florida Limited Partnership

The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620.108, Florida Statutes, hereby certifies the following:

1. Name of Partnership The name of the Partnership is as follows:

Pleasant City Limited Partnership

2. Address of Record Keeping Office The address of the record keeping office of the Partnership in the State of Florida is as follows:

4239 Northlake Boulevard, Suite D
Palm Beach Gardens, FL 33410

3. Registered Office and Agent The name and address of the agent for service of process on the Partnership is as follows:

Joseph F. Crossen
4239 Northlake Boulevard, Suite D
Palm Beach Gardens, FL 33410

4. Name and Business Address of General Partner The name and business address of each general partner is as follows:

Complete Property	4239 Northlake Boulevard, Suite D
Development Corp.	Palm Beach Gardens, FL 33410

5. Mailing Address The mailing address of the Partnership is as follows:

4239 Northlake Boulevard, Suite D
Palm Beach Gardens, FL 33410

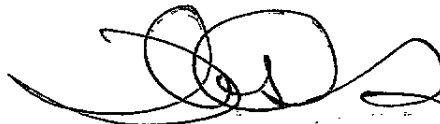
6. Latest Date Upon Which Partnership Is To Dissolve The latest date upon which the Partnership is to dissolve is January 1, 2050

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TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed
by the general partner of Pleasant City Limited Partnership this
7th day of January, 2000.

GENERAL PARTNER

Complete Property Development Corp.

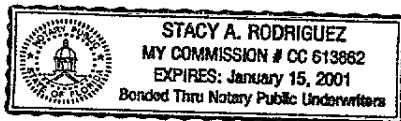


Joseph F. Crossen

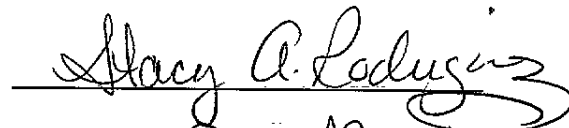
Its: President

STATE OF Florida >
SS
COUNTY OF Palm Beach >

The foregoing instrument was acknowledged before me this 7th day of January, 2000
by Joseph F. Crossen the President of Complete Property Development Corp., a Florida
corporation, on behalf of the corporation. The above named individual XX is personally known
to me or has produced as identification.



(Notarial Seal)

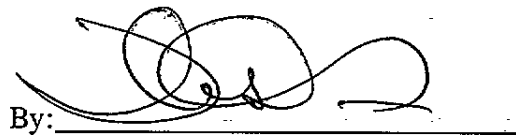

Print Name: STACY A. RODRIGUEZ
NOTARY PUBLIC - STATE OF FLORIDA
My Commission expires:

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TALLAHASSEE FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Pleasant City Limited Partnership, a Florida Limited Partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby state that I am familiar with and agree to accept the duties and responsibilities as registered agent for said Partnership and to comply with any and all Florida Statutes (specifically, Ch 620.105) relative to the complete and proper performance of the duties of registered agent.

Registered Agent,

By: 
Joseph F. Crossen

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TALLAHASSEE FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Complete Property Development Corp., general partner of Pleasant City Limited Partnership, a Florida limited partnership, hereinafter referred to as the "Partnership," who certifies as follows:

1. The total amount of capital contributions of the limited partners to the Partnership is \$500.00.
2. The limited partner does not anticipate making additional capital contributions to the Partnership.

Executed this 7th day of January, 2000.

FURTHER AFFLIANT SAYETH NOT

Under penalties of perjury, I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

GENERAL PARTNER

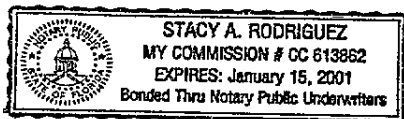
Complete Property Development Corp.

Joseph F. Crossen
its: President

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF Florida >
SS
COUNTY OF Palm Beach >

The foregoing instrument was acknowledged before me this 7th day of January, 2000, by Joseph F. Crossen, the President of Complete Property Development Corp., a Florida corporation, on behalf of the corporation. The above-named individual is XX personally known to me or has produced as identification.



(Notarial Seal)

Stacy A. Rodriguez
Print name STACY RODRIGUEZ
NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires: