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January 10, 2000

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***1785.00 ***1785.00

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

VIA: FED / EX 8145 6585 7114

Re: Tiara Partners

Dear Sir / Madam:

Enclosed please find the original and one (1) copy of the following documents for filing:

- 1) Certificate of Limited Partnership of Tiara Partners, a Florida Limited Partnership;
- 2) Acceptance of Registered Agent; and
- 3) Affidavit of Capital Contribution.

Also enclosed please find a check in the amount of \$1,785.00 representing payment of the filing fees associated with this matter. I would appreciate your stamping the enclosed copies as filed, and thereafter, returning same in the self-addressed overnight envelope enclosed for your convenience.

Please give us a call if you have any questions.

Very truly yours,

Frances E. Phillips
Frances E. Phillips
Legal Assistant

jep
Enc.
cc: Carolyn Wrenn

FILED
00 JAN 12 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mtu
1/14

**CERTIFICATE OF LIMITED PARTNERSHIP OF
TIARA PARTNERS
A FLORIDA LIMITED PARTNERSHIP**

The undersigned WALTER MITCHELL (the "General Partner"), desires to form a partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the partnership is TIARA PARTNERS.
2. The address of the office of the partnership is 3120 N A1A, #1501S, N. Hutchinson Island, FL 34949.
3. The name and address of the agent for service of process of the partnership is CAROLYN B. WRENN, 3120 N A1A, #1501S, N. Hutchinson Island, FL 34949.
4. The name and business address of the General Partner is WALTER MITCHELL, 63 Mulberry Street, Springfield, MA 01105.
5. The mailing address of the partnership is 3120 N A1A, #1501S, N. Hutchinson Island, FL 34949.
6. The latest date upon which the partnership shall dissolve is no later than December 31, 2010, unless the partners agree to extend the term.
7. The partnership shall be effective upon the filing of this Certificate of Limited Partnership (the "Certificate") with the State of Florida, Department of State.

This Certificate is duly executed and is being filed in accordance with section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986).

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of TIARA PARTNERS this 7 day of January, 2000.

GENERAL PARTNER:



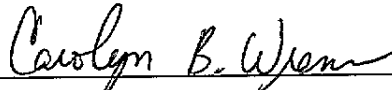
WALTER MITCHELL

FILED
JAN 12 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for TIARA PARTNERS, a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, CAROLYN B. WRENN, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of the registered agent.

Registered Agent


CAROLYN B. WRENN

FILED
00 JAN 12 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF MA.)

COUNTY OF Hampden)

I, WALTER MITCHELL, is the General Partner of TIARA PARTNERS, a Florida limited partnership, hereinafter referred to as the "Partnership", being duly sworn, certifies as follows:

1. The amount of capital contributions to the Partnership made to date by its Limited Partner is zero. The total amount of capital anticipated to be contributed by the Limited Partner to the Partnership at this time totals \$1,700,000.00.

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

Dated: Jan. 7, 2000.

GENERAL PARTNER:

[Signature]
WALTER MITCHELL

FILED
00 JAN 12 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared WALTER MITCHELL, the General Partner of TIARA PARTNERS, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contribution, and he acknowledged to me and before me that he executed this Affidavit freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state aforesaid this 7th day of January, 2000.

[SEAL]

[Signature]
Notary Public

State of MA., at Large

Daryl J. Schwartz
Typed or Printed Name of Notary

Exp. 1/12/2001