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January 31, 2000

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

VIA: FEDERAL EX 8145 6586 4403

Re: Rosscorp, Inc. and The Ross Family Limited Partnership

Dear Sir / Madam:

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

- 1) Certificate of Limited Partnership of the Ross Family Limited Partnership, a Florida limited partnership;
- 2) Acceptance of Appointment as Registered Agent;
- 3) Affidavit of Capital Contribution;
- 4) Check #3131, in the amount of \$1,785.00, representing the filing fee for the certificate of the limited partnership and the resident agent designation;
- 5) Articles of Incorporation for Rosscorp, Inc.;
- 6) Certificate of Designation Resident Agent for Rosscorp, Inc.; and
- 7) Check #3130, in the amount of \$70.00, representing the filing fee for the Articles of Incorporation and the resident agent designation.

I would appreciate your stamping the enclosed copies as filed, and thereafter, returning same in the self-addressed overnight envelope enclosed for your convenience.

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00 FEB -2 AM 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Florida Secretary of State
Division of Corporations
Page - 2 -
January 31, 2000

Please give us a call if you have any questions.

Very truly yours,


Frances E. Phillips
Legal Assistant

;fep
Enc.

FILED
00 FEB -2 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP OF
THE ROSS FAMILY LIMITED PARTNERSHIP,
A FLORIDA LIMITED PARTNERSHIP**

The undersigned general partner of the ROSS FAMILY LIMITED PARTNERSHIP (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 the ROSS FAMILY LIMITED PARTNERSHIP.
2. The address of the office of the Partnership is 2440 SE Bahia Way, Stuart, Florida 33996.
3. The name and address of the agent for service of process of the Partnership is ROSSCORP, INC., 2440 SE Bahia Way, Stuart, Florida 33996.
4. The name and business address of the General Partner is ROSSCORP, INC., 2440 SE Bahia Way, Stuart, Florida 33996.
5. The mailing address of the Partnership is 2440 SE Bahia Way, Stuart, Florida 33996.
6. The latest date upon which the Partnership shall dissolve is no later than December 31, 2045, unless the Partners agree to extend the term.
7. This Certificate shall be effective upon the filing of this 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 the Ross Family Limited Partnership this 27 day of January, 2000.

ROSSCORP, INC.

By:


RICHARD ROSS, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for the ROSS FAMILY LIMITED PARTNERSHIP, a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree 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.


RICHARD ROSS

FILED
00 FEB -2 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA)
COUNTY OF MARTIN)

I, RICHARD ROSS, as President of ROSSCORP, INC. which corporation is the General Partner of the ROSS FAMILY LIMITED PARTNERSHIP, 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 Partners is zero. The total amount of capital anticipated to be contributed by the Limited Partners to the Partnership at this time totals in excess of \$1,700,000.

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: January 27, 2000.

GENERAL PARTNER:

ROSSCORP, INC.

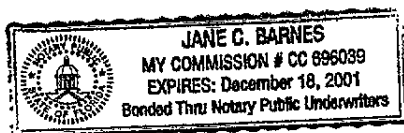
By:

[Signature]
RICHARD ROSS, President

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 RICHARD ROSS, in his capacity as President of ROSSCORP, INC., the General Partner of the ROSS FAMILY LIMITED PARTNERSHIP 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 27th day of January, 2000.

[SEAL]



[Signature]
Notary Public
State of Florida, at Large

JANE C. BARNES
Typed or Printed Name of Notary

FILED
00 FEB -2 AM 9:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE