

**CERTIFICATE OF LIMITED PARTNERSHIP OF
JAMES S. MULHOLLAND, JR. FAMILY 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:

James S. Mulholland, Jr. Family 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:

1100 Beach Road, Apt. 3K
Vero Beach, Florida 32963

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

Valdes-Fauli Corporate Services, Inc.
777 South Flagler Drive, Suite 500 East
West Palm Beach, Florida 33401

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

James S. Mulholland, Jr., L.L.C.
1100 Beach Road, Apt. 3K
Vero Beach, Florida 32963

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

1100 Beach Road, Apt. 3K
Vero Beach, Florida 32963

6. Latest Date Upon Which Partnership Is To Dissolve. The latest date upon which the Partnership is to dissolve is December 31, 2050.

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 6th day of March, 2000

JAMES S. MULHOLLAND, JR., L.L.C.,
General Partner

By: _____

James S. Mulholland, Jr., Sole Member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned, as sole general partner of James S. Mulholland, Jr. Family Limited Partnership, certifies:

1. The amount of capital contributions to date of the limited partner(s) is \$0.00.
2. The total amount contributed and anticipated to be contributed by the limited partner(s) at this time total \$1,800,000.

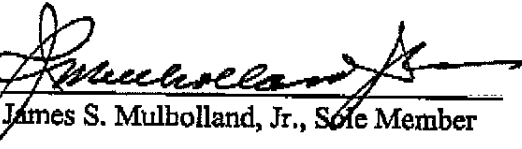
Signed this 6th day of March, 2000

FURTHER AFFLIANT SAITH NOT.

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.

JAMES S. MULHOLLAND, JR., L.L.C.,
General Partner

By:


James S. Mulholland, Jr., Sole Member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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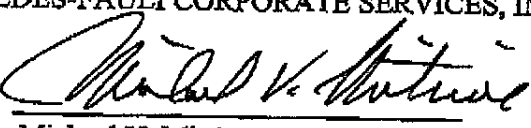
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process of James S. Mulholland, Jr. Family Limited Partnership at the place designated in this certificate, Valdes-Fauli Corporate Services, Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. Valdes-Fauli Corporate Services, Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and Valdes-Fauli Corporate Services, Inc. is familiar with and accepts the obligations of its position as registered agent.

VALDES-FAULI CORPORATE SERVICES, INC.

BY:


Michael V. Mitrione
Vice President

2-7-00

Date

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TALLAHASSEE, FLORIDA

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