A 00000000626

C3 Acquisition, LTD

T000032056687--4
-04/12/00--01048--008
****236.25 ****148.75

2nd

File =

700ATU00 2UU84

3K 4/12/00

Signature

Requested by: CD   4-12-00   11:00

Name   Date   Time

Walk-In _____ Will Pick Up _____

_____ Art of Inc. File _____
✓ LTD Partnership File _Cert_
_____ Foreign Corp. File _____
_____ L.C. File _____
_____ Fictitious Name File _____
_____ Trade/Service Mark _____
_____ Merger File _____
_____ Art. of Amend. File _____
_____ RA Resignation _____
_____ Dissolution / Withdrawal _____
_____ Annual Report / Reinstatement _____
✓ Cert. Copy _____
_____ Photo Copy _____
✓ Certificate of Good Standing _____
_____ Certificate of Status _____
_____ Certificate of Fictitious Name _____
_____ Corp Record Search _____
_____ Officer Search _____
_____ Fictitious Search _____
_____ Fictitious Owner Search _____
_____ Vehicle Search _____
_____ Driving Record _____
_____ UCC 1 or 3 File _____
_____ UCC 11 Search _____
_____ UCC 11 Retrieval _____
_____ Courier _____

00 APR 12 PM 1:24

00 APR 12 AM 10:58
RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED
PARTNERSHIP OF
C3 ACQUISITION, LTD.

The undersigned, desiring to form a limited partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, hereby states the following:

1.   <u>Name of Limited Partnership</u>. The name of the limited partnership is:

<div align="center">

C3 Acquisition, Ltd.
(the "Partnership")

</div>

2.   <u>Address of the Partnership</u>. The office address of the Partnership is located at:

<div align="center">

222 Lakeview Avenue, 17th Floor
West Palm Beach, FL 33401

</div>

3.   <u>Registered Agent and Office</u>. The name and address of the registered agent of the Partnership for service of process pursuant to Section 620.105, Florida Statutes, are:

<div align="center">

Regserv Corp.
222 Lakeview Avenue, 17th Floor
West Palm Beach, FL 33401

</div>

4.   <u>Name and Address of the General Partner</u>. The name and address of the sole general partner of the Partnership are:

P 000000036919

<div align="center">

C3 Acquisition Corporation
222 Lakeview Avenue, 17th Floor
West Palm Beach, FL 33401

</div>

5.   <u>Mailing Address of the Partnership</u>. The mailing address of the Partnership is:

<div align="center">

222 Lakeview Avenue, 17th Floor
West Palm Beach, FL 33401

</div>

6.   <u>Effective Date of Limited Partnership</u>. The effective date of the Partnership shall be the date it is filed with the Secretary of State of Florida.

7.   Dissolution of the Partnership. The latest date upon which the Partnership is to dissolve is December 31, 2099.

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

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership this _11th_ day of April, 2000.

C3 ACQUISITION CORPORATION, a Florida corporation, Sole General Partner
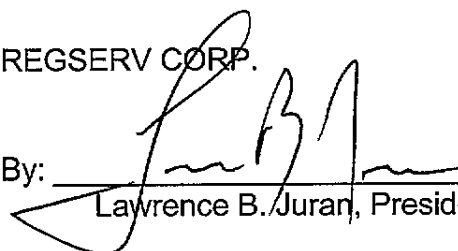
By: _____
\ Patrick J. DiSalvo, Vice President

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP, AT THE PLACE DESIGNATED IN NUMBER 3 OF THIS CERTIFICATE OF LIMITED PARTNERSHIP, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

Dated this _11th_ day of April, 2000.

REGSERV CORP.

By: _____
Lawrence B. Juran, President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA   )
) ss:
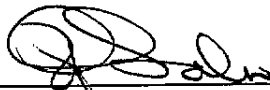
COUNTY OF PALM BEACH   )

BEFORE ME, the undersigned notary public, personally appeared Patrick J. DiSalvo, Vice President of C3 Acquisition Corporation, a Florida corporation, which is the sole general partner of C3 Acquisition, Ltd. (the "Partnership"), whose business address is 222 Lakeview Avenue, 17th Floor, West Palm Beach, FL 33401, who, upon being duly sworn, certifies on behalf of the Partnership, the following:

1.   The amount of capital contributions to the Partnership made by the limited partners is $0.00.

2.   The amount anticipated to be contributed by the limited partners is $1,000.00.

FURTHER AFFIANT SAYETH NOT:

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

Dated: April 11th, 2000.

_____
Patrick J. DiSalvo, Vice President

Sworn to and subscribed before me this 11th day of April, 2000, by Patrick J. DiSalvo, as Vice President of C3 Acquisition Corporation, a Florida corporation, on behalf of the corporation. Personally known X or produced _____ as identification.

NOTARY PUBLIC

Sign: _____
Print: _____
State of Florida at Large
My commission expires: _____
Serial Number, if any: _____

(NOTARIAL SEAL)

F:\LEGAL\MASTER\CONG3\C3CERTLP.DOC