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From:

Account Name	:	QUARLES & BRADY LLP
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TALLAHASSEE, FLORIDA

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REC'D

FLORIDA LIMITED PARTNERSHIP

McVeigh Limited Partnership

Certificate of Status	0
Certified Copy	1
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF**

McVEIGH LIMITED PARTNERSHIP

THIS CERTIFICATE is executed this 26 day of April, 2000, pursuant to Chapter 620, Florida Statutes, as amended, and the Limited Partnership Agreement of the McVEIGH LIMITED PARTNERSHIP (the "Partnership").

1. Name. The Partnership's name is the McVEIGH LIMITED PARTNERSHIP.

2. Partnership's Business. The Partnership's business is:

(a) to acquire, hold for investment and ultimately realize upon the securities contributed to the Partnership upon the Partnership's formation;

(b) to acquire, hold of investment and ultimately realize upon other securities and other property acquired by the Partnership, including real property, contract rights, and other property interests, whether tangible or intangible;

(c) as owner of the Partnership Property, to invest, reinvest, sell and dispose of the Partnership Property of proceeds thereof and to exercise all rights, powers, privileges, and other incidents of ownership with respect thereto; and

(d) to perform all undertakings, pay all costs and expenses and do all such other acts and things as the General Partner may deem necessary or desirable to carry out the foregoing objects and purposes.

The Partnership may also do all things not otherwise illegal under the laws of the State of Florida.

3. Registered Agent. The name and mailing address of the Partnership's registered agent is:

Naples-Lawdock, Inc.
Quarles & Brady LLP
4501 Tamiami Trail North
Suite 300
Naples, Florida 34103

4. Specified Office. The mailing address of the Partnership's principal office where its records are kept is:

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TALLAHASSEE, FLORIDA

McVeigh Limited Partnership
c/o Frances A. McVeigh
2812 Golfside Drive
Naples, Florida 34110

5. Partners. The names and mailing addresses of the general partners are:

Frances A. McVeigh, as Co-Trustee of
the Frances A. McVeigh Revocable Trust of 2000
2812 Golfside Drive
Naples, Florida 34110

6. Dissolution. The latest date on which the Partnership is to be dissolved and its affairs wound up is December 31, 2051.

IN WITNESS WHEREOF, the undersigned general partner has signed this certificate on the day and year first above written.

Frances A. McVeigh, as Co-Trustee of the
Frances A. McVeigh Revocable Trust of 2000,
dated April 26, 2000

GENERAL PARTNER



FRANCES A. McVEIGH, Co-Trustee


MARY ANNE LOSTAUNAU, Co-Trustee


PATRICIA SALMON, Co-Trustee

Having been named to accept service of process for the McVEIGH LIMITED PARTNERSHIP, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and further agrees to comply with the provisions of the Florida Revised Uniform Limited Partnership Act relative to the keeping of said office and the proper and complete performance of its duties.

Naples-Lawdock, Inc.

By: 
Kimberly Leach Johnson
Its: Secretary

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TALLAHASSEE, FLORIDA

Dated: 28 day of April, 2000

This document was drafted by Kimberly Leach Johnson, Esq. The duplicate original of this document should be returned to the following:

Kimberly Leach Johnson, Esq.
c/o Quarles & Brady LLP
4501 Tamiami Trail North
Suite 300
Naples, FL 34103
(941) 262-5959

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF COLLIER

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF McVEIGH LIMITED PARTNERSHIP**

Before me, the undersigned authority, personally appeared FRANCES A. McVEIGH, MARY ANNE LOSTAUNAU and PATRICIA SALMON as Trustees of the FRANCES A. McVEIGH REVOCABLE TRUST OF 2000 who being by me first duly sworn, depose and say:

That Frances A. McVeigh, as Co-Trustee of
1. the FRANCES A. McVEIGH REVOCABLE TRUST OF 2000 is the general partner of the McVEIGH LIMITED PARTNERSHIP, a Florida limited partnership (the "Partnership").

2. The limited partners have made capital contributions to the Partnership of assets with an estimated fair market value of approximately Two Million Eight Hundred Fifteen Thousand and 00/100 Dollars (\$2,815,000.00).

3. Future limited partner contributions are not anticipated.

Frances A. McVeigh, as Co-Trustee of
the Frances A. McVeigh Revocable Trust
of 2000
GENERAL PARTNER

Frances A. McVeigh
FRANCES A. McVEIGH, Co-Trustee

Mary Anne Lostaunau
MARY ANNE LOSTAUNAU, Co-Trustee

Patricia Salmon
PATRICIA SALMON, Co-Trustee

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 26 day of April, 2000, by FRANCES A. McVEIGH, as Co-Trustee of the FRANCES A. McVEIGH REVOCABLE TRUST

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TALLAHASSEE, FLORIDA

OF 2000, who is personally known to me or who has produced _____
as identification.



Susan Kubar
MY COMMISSION #CC573857 EXPIRES
July 31, 2000
BONDED THRU TROY FAW INSURANCE, INC.

Susan Kubar
Print Name: _____
Notary Public
State of Florida At Large
Commission No.: _____
My Commission Expires: _____

STATE OF NEW YORK
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 27th day of April, 2000, by
MARY ANNE LOSTAUNAU, as Co-Trustee of the FRANCES A. McVEIGH REVOCABLE
TRUST OF 2000, who is personally known to me or who has produced
FIDLIC 235581 41749-0 as identification.

MICHAEL GRUBAUGH
Notary Public, State of New York
Qualified in Monroe County
Commission Expires March 8, 2001

Michael Grubaugh
Print Name: Michael Grubaugh
Notary Public
State of New York At Large
Commission No.: 01GR6020955
My Commission Expires: MARCH 8 2001

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 26 day of April, 2000, by
PATRICIA SALMON as Co-Trustee of the FRANCES A. McVEIGH REVOCABLE TRUST OF
2000, who is personally known to me or who has produced _____ as
identification.



Susan Kubar
MY COMMISSION #CC573857 EXPIRES
July 31, 2000
BONDED THRU TROY FAW INSURANCE, INC.

Susan Kubar
Print Name: _____
Notary Public
State of Florida At Large
Commission No.: _____
My Commission Expires: _____

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TALLAHASSEE, FLORIDA