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Attorneys at Law in:
Chicago (Quarles & Brady LLC)
Milwaukee
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Phoenix
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May 2, 2000

VIA OVERNIGHT UPS

Florida Secretary of State
Corporation Division
409 East Gaines Street
Tallahassee FL 32399

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-05/08/00--01080--004
****212.50 *****87.50

RE: D.F. McDonough, LLC
McDonough Limited Partnership

Dear Sir/Madam:

Enclosed for filing are the following documents in the referenced matter:

1. Original and one photocopy of Articles of Organization of D.F. McDonough, LLC (with attached Affidavit of Membership and Contributions).
2. Original and one photocopy of Certificate of Limited Partnership of McDonough Limited Partnership (with attached Affidavit of Capital Contributions).
3. Our check in the amount \$212.50 in payment of your filing fees.

Please return one file-stamped copy of each document to me. A postpaid envelope is provided for your convenience.

Very truly yours,

Susan Lapinski

Susan T. Lapinski
Legal Assistant

Enclosures
641040.30000

cc: Jeffrey L. Elverman, Esq. (w/encl)

A00-765

Name	CL 5:10
Available	CL
Document	CL
Fee	CL
Stamp	CL
Signature	CL

FF \$87.50

CERTIFICATE OF LIMITED PARTNERSHIP

OF

MCDONOUGH LIMITED PARTNERSHIP

THIS CERTIFICATE is executed this 19 day of April, 2000, pursuant to Chapter 6230, Florida Statutes, as amended, and the Limited Partnership Agreement of McDonough Limited Partnership (the "Partnership").

1. Name. The Partnership's name is McDonough 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:

Donald F. McDonough
6468 Parkland Drive
Sarasota, FL 34243

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

McDonough Limited Partnership
6468 Parkland Drive
Sarasota, FL 34243

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

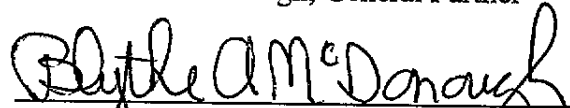
Donald F. McDonough
6468 Parkland Drive
Sarasota, FL 34243

Blythe A. McDonough
6468 Parkland Drive
Sarasota, FL 34243

6. Dissolution. The latest date on which the Partnership is to be dissolved and its affairs wound up is December 31, 2050.

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


Donald F. McDonough, General Partner


Blythe A. McDonough, General Partner

Having been named to accept service of process for McDonough 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.


Donald F. McDonough

Dated: 19 day of April, 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This document was drafted by Jeffrey L. Elverman, Esq. The duplicate original of this document should be returned to the following:

Jeffrey L. Elverman, Esq.
c/o Quarles & Brady ^{LLP}
411 East Wisconsin Avenue
Milwaukee, WI 53202
(414) 277-5000

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00 MAY -4 PM 4: 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF SARASOTA

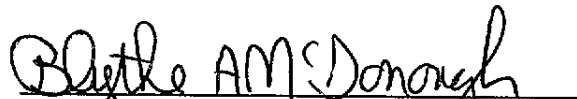
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS OF
MCDONOUGH LIMITED PARTNERSHIP**

Before me, the undersigned authority, personally appeared DONALD F. MCDONOUGH and BLYTHE A. MCDONOUGH who being by me first duly sworn, depose and say:

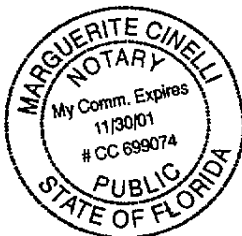
1. That DONALD F. MCDONOUGH and BLYTHE A. MCDONOUGH are the general partners of MCDONOUGH LIMITED PARTNERSHIP, a Florida limited partnership (the "Partnership").
2. The limited partners have made capital contributions to the Partnership of assets with an estimated fair market value of approximately \$1,000.
3. Future limited partner contributions are not anticipated.



Donald F. McDonough, General Partner


Blythe A. McDonough, General Partner

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 14th day of April, 2000, by DONALD F. MCDONOUGH and BLYTHE A. MCDONOUGH, who are personally known to me or who have produced _____ as identification.




Print Name: MARGUERITE CINELLI
Notary Public
State of Florida At Large
Commission No.: CC 699074
My Commission Expires: 11/30/01