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ACCOUNT NO. : 072100000032

REFERENCE : 721112 81181A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
DEPARTMENT OF CORPORATIONS
TALLAHASSEE, FLORIDA
00 JUN -6 AM 11:29

ORDER DATE : June 6, 2000

ORDER TIME : 10:08 AM

ORDER NO. : 721112-005

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-06/06/00--01049--016
***1837.50 ***1837.50

CUSTOMER NO: 81181A

CUSTOMER: Alan L. Gabriel, Esq
ALAN L. GABRIEL, ESQ
Penthouse E
2455 E. Sunrise Blvd.
Ft. Lauderdale, FL 33304

DOMESTIC FILING

NAME: DEBUYS PROPERTY INVESTMENT
GROUP, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris - EXT. 1137
EXAMINER'S INITIALS: _____

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
00 JUN -6 AM 10:40

hjk 6/6/00

**CERTIFICATE OF LIMITED PARTNERSHIP
OF DEBUYS PROPERTY INVESTMENT GROUP, LTD.**

**ARTICLE I.
Name and Purpose**

The name of the Limited Partnership shall be Debuys Property Investment Group, Ltd. and the purpose of the partnership is to acquire, develop, rehabilitate, own, operate and invest in property.

**ARTICLE II.
Principal Office/Mailing Address**

The mailing address of the Limited Partnership is Post Box 3815, Lantana, FL 33462. The street address of the principal office of this Limited Partnership shall be 11 Seneca Road, Sea Ranch Lakes, Florida 33308.

**ARTICLE II.
Registered Agent**

The Limited Partnership has designated as its Registered Agent, ALAN L. GABRIEL, ESQUIRE. The street address of the initial registered office of the corporation shall be 2455 East Sunrise Boulevard, International Building-Penthouse East, Fort Lauderdale, Florida 33304.

**ARTICLE III.
Term of Existence**

The latest date upon which the Limited Partnership is to be dissolved is perpetual or as otherwise limited by operation of law.

**ARTICLE IV.
Name of General Partners**

The name of the General Partner is MJP Lox Corp., a Florida corporation, whose street address is: 11 Seneca Road, Sea Ranch Lakes, Florida 33308

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PO0000030456

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1st day of June, 2000.

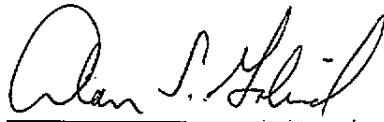
MJP LOX CORP., a Florida corporation


BY: MANFRED FRANZ,
as President

ACCEPTANCE OF REGISTERED AGENT

I, ALAN L. GABRIEL, ESQUIRE, being a resident of the State of Florida and having been designated as the Registered Agent in the above and foregoing Certificate, is familiar with and accepts the obligation of the position of Registered Agent under the Florida Revised Uniform Partnership Act, Florida Statutes.

EXECUTED this 1st day of June, 2000.



ALAN L. GABRIEL, ESQUIRE

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF DEBUYS PROPERTY INVESTMENT GROUP, LTD.,
A FLORIDA LIMITED PARTNERSHIP**

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STATE DEPT. OF STATISTICS
DIVISION OF CORPORATIONS
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The undersigned general partner of Debuys Property Investment Group, Ltd., a Florida Limited Partnership, executed this affidavit filed pursuant to section 620.108, Florida Statutes.


The total amount of the anticipated capital contributions of the limited partners is:
\$ 2,800,000.

This affidavit is executed this 1st day of June, 2000.

FURTHER AFFIANT SAYETH NOT.

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

MJP LOX CORP., a Florida corporation


BY: MANFRED FRANZ,
as President


SWORN TO AND SUBSCRIBED before me this 1st day of June, 2000 by Manfred

Franz as President of MJP Lox Corp., a Florida corporation, who is personally known to me ~~or who produced~~
~~as identification and who did take an oath.~~


NOTARY - STATE OF FLORIDA

My commission expires:

\\ltd_affidavit.doc

 Kathleen G Clark
My Commission CG838293
Expires June 11 2003