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LAW OFFICES

GEORGE ELIAS, JR.

PROFESSIONAL ASSOCIATION

GOVERNMENT RELATIONS CONSULTANT

GEORGE ELIAS, JR.
MEMBER OF THE BAR
FLORIDA
DISTRICT OF COLUMBIA

777 BRICKELL AVENUE • SUITE IIII

MIAMI, FLORIDA 33131

TEL. (305) 358-9750

FAX (305) 358-9752

WASHINGTON OFFICE

1730 K STREET, N.W.

SUITE 304

WASHINGTON, D.C. 20006

December 27, 1999

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: McGLANNAN REAL ESTATE ASSOCIATES, LTD.
Agreement of Limited Partnership

Dear Ms. Harris:

Enclosed please find an original and two copies of the Agreement of Limited Partnership of McGLANNAN REAL ESTATE ASSOCIATES, LTD., a Florida Limited Partnership, together with my Trust Account Check in the total amount of \$1,890.00, representing fees and charges as follows:

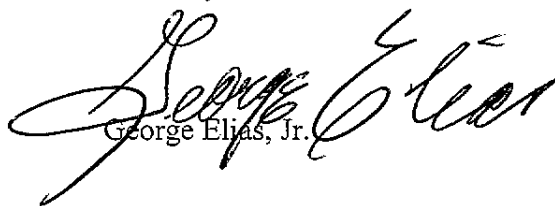
Filing fee:	\$1,750.00
Resident Agent fee:	35.00
Certified Copy (2):	105.00

000003108550--9
-01/24/00-01106-004
***1890.00 ***1890.00

Total \$1,890.00

Please return two (2) certified copy of the Agreement of Limited Partnership.

Sincerely,


George Elias, Jr.

Name Availability	
Document Examiner	LOC
Updater	LOC
Updater Verifier	
Acknowledgement	LOC
W. P. Verifier	LOC

FILED
00 MAY 30 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ① No effective date
- ② Agreement not needed
some are done before
- ③ affidavit

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6 pages
W000000000 2677

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WASHINGTON OFFICE
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SUITE 304
WASHINGTON, D.C. 20006

May 29, 2000

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: McGLANNAN REAL ESTATE ASSOCIATES, LTD.
Certificate and Affidavit of Limited Partnership

Dear Ms. Harris:

Enclosed please find an original and two copies of the Certificate of Limited Partnership of McGLANNAN REAL ESTATE ASSOCIATES, LTD., a Florida Limited Partnership, and two copies of the Affidavit of Capital Contributions for Florida Limited Partnership.

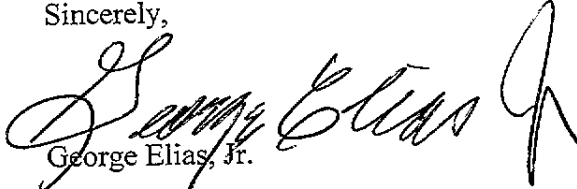
Under cover of letter of December 27, 1999 enclosing the **Agreement** of Limited Partnership, I forwarded my Trust Account check in the amount of \$1,890.00. By letter dated January 31, 2000, you returned the Agreement, but deposited the aforesaid Trust Account check. Copies of my December 27th letter, the canceled check, and your letter of January 31, 2000 are attached hereto. The actual total amount due for fees and charges is \$1,351, as set below, and consequently, we are due a refund of \$539.00. The proper fees and charges are as follows:

Filing fee:	\$1,211.00
Resident Agent fee:	35.00
Certified Copy (2):	105.00

Total	\$1,351.00
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Please return two (2) certified copy of the Certificate of Limited Partnership together with the refund check by FedEx, using the return Airbill, charged to the undersigned.

Sincerely,


George Elias, Jr.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 31, 2000

GEORGE ELIAS, JR.
GOVERNMENT RELATIONS CONSULTANT
777 BRICKELL AVENUE, SUITE 1111
MIAMI, FL 33131

SUBJECT: MCGLANNAN REAL ESTATE ASSOCIATES, LTD.
Ref. Number: W00000002677

We have received your document for MCGLANNAN REAL ESTATE ASSOCIATES, LTD. and your check(s) totaling \$1890.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective day must be specific and cannot be prior to the date of filing.

Section 620.108, Florida Statutes, requires the affidavit include the amount of capital contributions of the limited partners and the amount anticipated to be contributed.

We do not require the actual Agreement of Limited Partnership. Please complete the attached form.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 500A00004510

CERTIFICATE OF LIMITED PARTNERSHIP

1. McGLANNAN REAL ESTATE ASSOCIATES, LTD.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")

2. 7801 ALTAMIRA AVENUE, CORAL GABLES, FL 33143
(Business address of Limited Partnership)

3. GEORGE ELIAS, JR., ESQ.
(Name of Registered Agent for Service of Process)

4. 777 BRICKELL AVENUE, STE. 1111, MIAMI, FL 33131
(Florida street address for Registered Agent)

5. See Attached
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)

6. 7801 ALTAMIRA AVENUE, CORAL GABLES, FL 33143
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: 2050

8. Name(s) of general partner(s): _____ Street address: _____

MICHAEL FRANCIS McGLANNAN

7910 S.W. 154 Terrace, Miami, FL 33157

FRANCES K. McGLANNAN

7801 Altamira Avenue, Coral Gables, FL 33143

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.

Signed this 29th day of May, 19 2000.

Signature of all general partners:

Frances K. McGlannan
General Partner

FRANCES K. McGLANNAN

General Partner

General Partner

Michael Francis McGlannan
General Partner

MICHAEL FRANCIS McGLANNAN

General Partner

General Partner

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY 30 AM 10:46

FILED

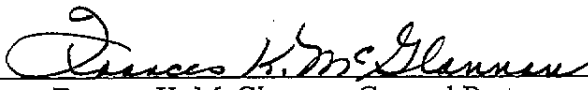
McGLANNAN REAL ESTATE ASSOCIATES, LTD.

DESIGNATION OF INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Limited Partnership shall be 777 Brickell Avenue, Suite 1111, Miami, Florida 33131, and the initial registered agent shall be George Elias, Jr., 777 Brickell Avenue, Suite 1111, Miami, Florida 33131.

McGLANNAN REAL ESTATE ASSOCIATES, LTD.

By 
Michael Francis McGlannan, General Partner

By 
Frances K. McGlannan, General Partner

DO MAY 30 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ACCEPTANCE OF RESIDENT AGENT DESIGNATION

The undersigned acknowledges and accepts the appointment as registered agent for the McGLANNAN REAL ESTATE ASSOCIATES, LTD. as set forth above, and agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act. The undersigned is familiar with, and accepts the obligations of Sections 620.105 and 620.1051, Florida Statutes.

Date: December 27, 1999.


George Elias, Jr., Esq., Registered Agent

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

The undersigned constituting all of the general partners of _____

_____ McGLANNAN REAL ESTATE ASSOCIATES, LTD. _____

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 172,150.00

The total amount contributed and anticipated to be contributed by the limited partners ^{at this time} totals \$ 172,150.00

Signed this 29th day of May, 19 2000

FILED
00 MAY 30 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FURTHER AFFIANT SAYETH NOT.

Under the 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.

Frances K. McGlannan

General Partner

FRANCES K. MCGLANDAN

General Partner

General Partner

Michael Francis McGlannan

General Partner

MICHAEL FRANCIS MCGLANNAN

General Partner

General Partner