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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 738892 83930A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 21, 2000

ORDER TIME : 11:17 AM

ORDER NO. : 738892-005

CUSTOMER NO: 83930A

CUSTOMER: Ms. Linda Lacertosa
FRAZIER HOTTE & ASSOCIATES, PA
FRAZIER HOTTE & ASSOCIATES, PA
Suite 826
2400 East Commercial Boulevard
Ft. Lauderdale, FL 33308

DOMESTIC FILING

NAME: PSL-RIVERWALK, 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: Kari Renfroe - EXT. 1147

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JUN 21 PM 1:42

RECEIVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 21 PM 4:45

CERTIFICATE OF LIMITED PARTNERSHIP OF
PSL-RIVERWALK, LTD.

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State, State of Florida, this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership ("Partnership") is PSL-RIVERWALK, LTD.

2. The address of the office in the State of Florida, which will keep the records of the Partnership required to be maintained by §620.106 of the Florida Revised Uniform Limited Partnership Act (1986) ("Act") is:

8890 West Oakland Park Boulevard
Suite 201
Fort Lauderdale, Florida 33351

3. The name and address of the agent for service of process required to be maintained by §620.105(2) of the Act is:

Robert W. Frazier, Jr., Esq.
Frazier, Hotte & Associates, P.A.
2400 East Commercial Boulevard
Suite 826
Fort Lauderdale, Florida 33308

4. The names and business addresses of the General Partner of the Partnership is as follows:

GENERAL PARTNER

Echion U.S.A., Inc.

M89579

BUSINESS ADDRESS

8890 W. Oakland Park Boulevard
Suite 201
Fort Lauderdale, Florida 33351

5. The mailing address for the Partnership is as follows:

8890 West Oakland Park Boulevard
Suite 201
Fort Lauderdale, Florida 33351

6. The latest date upon which the Partnership is to

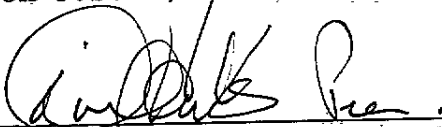
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 21 PM 6:45

dissolve is January 1, 2035, unless otherwise continued in accordance with the terms of an amendment to this Certificate of Limited Partnership.

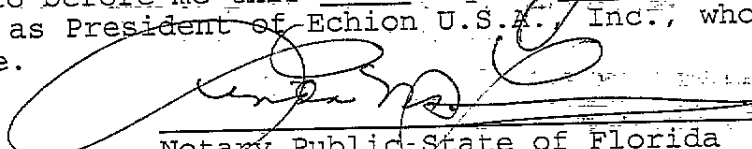
IN WITNESS WHEREOF, the undersigned, being the General Partner of PSL-RIVERWALK, LTD. has hereunto subscribed its hands and seals to this Certificate dated this 20th day of June, 2000.

GENERAL PARTNER:

Echion U.S.A., Inc., a Florida corp.

By: 
DANIEL HOTTE, PRESIDENT

Subscribed and sworn to before me this 20 day of June, 2000 by Daniel Hotte, as President of Echion U.S.A., Inc., who is personally known to me.


Notary Public-State of Florida

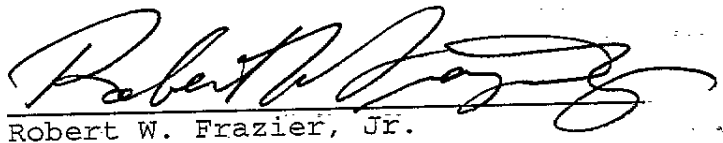
Q:\docs\lrl\LP\PSL-RIVERWALK\certificate



ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN CERTIFICATE OF LIMITED PARTNERSHIP
PSL-RIVERWALK, LTD.

The undersigned, ROBERT W. FRAZIER, JR., ESQ., having a place of business at 2400 East Commercial Boulevard, Suite 826, Fort Lauderdale, Florida 33308 and having been designated as the Registered Agent in the Certificate of Limited Partnership of PSL-RIVERWALK, LTD., am familiar with and accept the obligations of the position of Registered Agent of N43, Ltd., under Chapter 620, Florida Statutes.

Dated this 20th day of June, 2000.



Robert W. Frazier, Jr.

AFFIDAVIT DECLARING AMOUNT OF
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERSHIP OF
PSL-RIVERWALK, LTD.

STATE OF FLORIDA)
 : ss
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Daniel Hotte, President of Echion U.S.A., Inc., General Partner of PSL-RIVERWALK, LTD. ("Partnership"), a Florida limited partnership, who, being first duly sworn, states as follows:

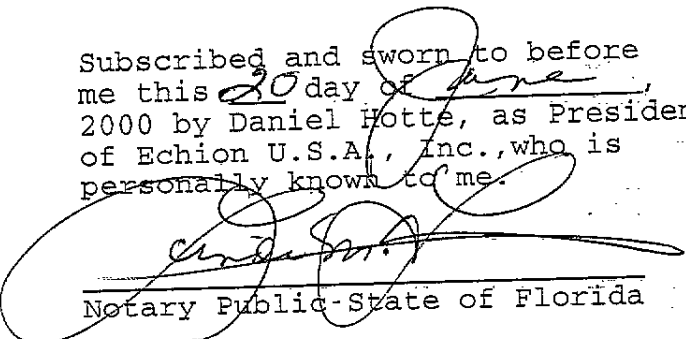
The Limited Partners' contributions to the Partnership total One Hundred Thousand (\$100,000.00) Dollars at this time and no future contributions of limited partners are to be anticipated.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State, State of Florida, along with the Certificate of Limited Partnership.

GENERAL PARTNER: Echion U.S.A.,
Inc., a Florida corporation

By: 
Daniel Hotte, President

Subscribed and sworn to before
me this 20 day of June,
2000 by Daniel Hotte, as President
of Echion U.S.A., Inc., who is
personally known to me.


Notary Public-State of Florida

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