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A00000001261

Murphy, Reid, Pilotte, Ord & Austin
A Partnership of
Professional Associations

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TASHA K. PEPPER-DICKINSON *
FRANK T. PILOTTE, P.A.

OF COUNSEL
PHILIP H. REID, JR.

*Also admitted in North Carolina

PLEASE REPLY TO:

PALM BEACH OFFICE

August 2, 2000

100003352831--5
-08/10/00--01088--005
***1785.00 ***1785.00

VIA FEDERAL EXPRESS

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: *Ben Ross Investments, Inc.*
Our File No.: 4876.000

Dear Secretary of State:

Enclosed please find Articles of Incorporation for Ben Ross Investments, Inc. (original and one copy), Designation of Registered Agent and our check in the amount of \$78.75 to cover the cost of filing the articles, the Designation of registered agent and a certified copy.

Please file the Articles and provide us with a certified copy using the enclosed stamped envelope.

In addition enclosed you will find the Certificate of Limited Partnership, Affidavit of Capital Contribution for Ben Ross Partnership, L.T.D. and our check in the amount of \$1,785.00.

If the name Ben Ross Investments, Inc. is available and the articles have been filed, please file the original Certificate of Limited Partnership, date stamp the copy and return them with the Articles.

Thank you for your assistance, if you should have any questions please feel free to call.

Very truly yours,

Mireille M. Faris
Mireille M. Faris
Paralegal

/mmf

f:\data\client\ross\4876-000\div of corp ltr filing articles.doc 8/2/00 mf

FILED
00 AUG -4 AM 1:18
TALLAHASSEE, FLORIDA
\$1785.00-UP

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
BEN ROSS PARTNERSHIP, LTD.**

1. The business address of BEN ROSS PARTNERSHIP, LTD. shall be 1269 N. Lake Way, Palm Beach, Florida 33480.
2. The name of the Partnership's registered agent is Frank T. Pilotte, whose address is 340 Royal Palm Way, Suite 100, Palm Beach, Florida 33480.
3. The mailing address for the Partnership shall be 1269 N. Lake Way, Palm Beach, Florida 33480.
4. The name and address of the Partnership's General Partner is as follows:

NAME
Ben Ross Investments, Inc.

ADDRESS
1269 N. Lake Way
Palm Beach, Florida 33480

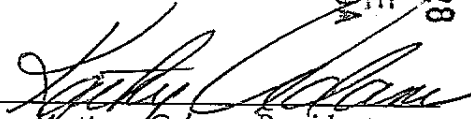
5. The Partnership shall be formed upon the filing of this Certificate of Limited Partnership with the Department of State.

6. The latest date on which the partnership shall dissolve is December 31, 2000.

EXECUTED this 31 day of July, 2000.

BEN ROSS INVESTMENTS, INC.

BY:


Kathy Adams President

The forgoing instrument was acknowledged before me this 31 day of July, 2000 by Kathy Adams, President of Ben Ross Investments, Inc., the General Partner, on behalf of the partnership, who is personally known to me or who has provided a _____ as identification and who did take an oath.



Frank T Pilotte
My Commission CC577785
Expires Nov. 29, 2000


Notary Public State of Florida

FILED
AUG 24 AM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE AS REGISTERED AGENT

I hereby agree to serve as registered agent for Ben Ross Partnership, Ltd., a Florida limited partnership.


Frank T. Pilotte

FILED
00 AUG -4 AM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned General Partner of Ben Ross Partnership, Ltd., a Florida limited partnership, certifies as follows:

1. The amount of capital contributions to date of the Limited Partners is approximately \$2,500,000.00.

2. The total amount contributed and contemplated to be contributed by the Limited Partners at this time totals approximately \$2,500,000.00.

Executed this 31 day of July, 2000 at Palm Beach, Florida.

FURTHER AFFLIANT SAYETH NOT.

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

BEN ROSS INVESTMENTS, INC.

BY:

Kathy Adams President
General Partner

FILED
00 AUG -4 AM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by Kathy Adams, President of Ben Ross Investments, Inc., the General Partner on behalf of the partnership who is personally known to me or who provided a _____ as identification and who did take an oath.



Frank T Pilote
My Commission CC577786
Expires Nov. 29, 2000

Frank T. Pilote
Notary Public State of Florida.