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KIRK GRANTHAM
BOARD CERTIFIED IN
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REAL ESTATE LAW

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OF COUNSEL
JAMES M. ADAMS
DAVID H. BLUDWORTH

August 3, 2000

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

RE: THE EDNA MARTIN FAMILY LIMITED PARTNERSHIP

Ladies and Gentlemen:

A-1265

Please file the enclosed documents in connection with the above-referenced limited partnership:

1. Certificate of Limited Partnership.
2. Affidavit of Capital Contributions.
3. Acceptance of Appointment as Registered Agent.

Enclosed is our check in the amount of \$1,846.25 representing \$1,750.00 for the filing fee (maximum), \$35.00 for the designation of registered agent, \$52.50 for a certified copy and \$8.75 for a certificate of status.

If you have any questions, please do not hesitate to call me.

Very truly yours,


William Carroll

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE EDNA MARTIN FAMILY LIMITED PARTNERSHIP**

A Florida Limited Partnership

The undersigned General Partner, desiring to form a limited partnership agreement pursuant to the Florida Revised Uniform Limited Partnership Act hereby states:

1. The name of the Partnership is THE EDNA MARTIN FAMILY LIMITED PARTNERSHIP.

2. The address of the office of the Partnership is 11415 Boca Woods Lane, Boca Raton, FL 33428.

3. The name and address of the agent for service of process on the Partnership is EDNA MARTIN, 11415 Boca Woods Lane, Boca Raton, FL 33428.

4. The names and addresses of the general partners are EDNA MARTIN and MITCHELL E. MARTIN, Co-Trustees of The Edna Martin Revocable Trust Dated Sept. 16, 1996, 11415 Boca Woods Lane, Boca Raton, FL 33428.


5. The mailing address of the Partnership is 11415 Boca Woods Lane, Boca Raton, FL 33428.

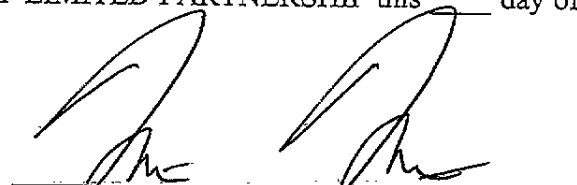
6. The latest date upon which the Partnership shall dissolve is December 31, 2016.

The execution of this certificate by the undersigned General Partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partners of THE EDNA MARTIN FAMILY LIMITED PARTNERSHIP this day of July, 2000.

GENERAL PARTNERS:


EDNA MARTIN, Co-Trustee of The
Edna Martin Revocable Trust
Dated Sept. 16, 1996


MITCHELL E. MARTIN, Co-Trustee of The
Edna Martin Revocable Trust
Dated Sept. 16, 1996

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STATE
TALLAHASSEE
FLORIDA

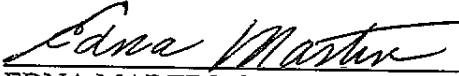
AFFIDAVIT OF CAPITAL CONTRIBUTIONS
RE
THE MILTON AND EDNA MARTIN FAMILY LIMITED PARTNERSHIP

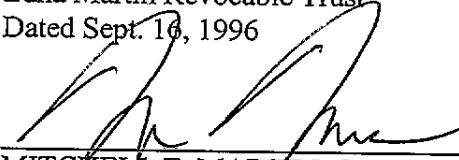
BEFORE ME, the undersigned authority, personally appeared, EDNA MARTIN and MITCHELL E. MARTIN, Co-Trustees of The Edna Martin Revocable Trust Dated Sept. 16, 1996, 11415 Boca Woods Lane, Boca Raton, FL 33428, the General Partner of THE EDNA MARTIN FAMILY LIMITED PARTNERSHIP (the "Partnership"), who upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, \$1,789,000.00.
2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

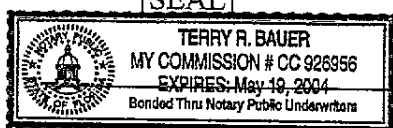
Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

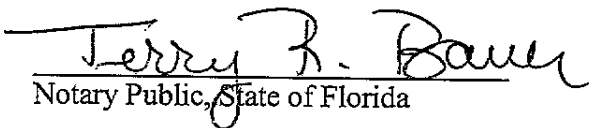
GENERAL PARTNERS:


EDNA MARTIN, Co-Trustee of The
Edna Martin Revocable Trust
Dated Sept. 16, 1996


MITCHELL E. MARTIN, Co-Trustee of The
Edna Martin Revocable Trust
Dated Sept. 16, 1996

SWORN TO AND SUBSCRIBED before me this 28th day of July, 2000 by EDNA MARTIN and MITCHELL E. MARTIN, who are personally known to me or who produced _____ as identification.




Notary Public, State of Florida

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TALLAHASSEE FLORIDA
SECRETARY OF STATE

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT
RE
THE EDNA MARTIN FAMILY LIMITED PARTNERSHIP**

Having been named as statutory registered agent for THE EDNA MARTIN FAMILY LIMITED PARTNERSHIP, a Florida limited partnership (the ("Partnership")), in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:



EDNA MARTIN
11415 Boca Woods Lane
Boca Raton, FL 33428

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SECRETARY OF STATE
TALLAHASSEE FLORIDA