

A0000000/1366

Ronald J. Zeller, Esq.

Of Counsel:

James J. Cooney, Esq.
A. Faxon Henderson, Esq.
Richard H. Olsen, Esq.
Jeffrey M. Siskind, Esq.

ZELLER & ASSOCIATES, L.L.C.
FIRST UNION BANK BUILDING
411 SOUTH COUNTY ROAD, SUITE 200
PALM BEACH, FLORIDA 33480
TELEPHONE : (561) 802-4480
TELEFAX: (561) 832-1492

Offices In:
Bal Harbour
Palm Beach
Tallahassee

August 30, 2000

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

Dear Secretary of State:

Enclosed please find two originals of the Certificate of Limited Partnership of the M & P Augustine Family Limited Partnership, Ltd., a Florida Limited Partnership and our Trust Account Check in the amount of \$148.75 for the following:

1. \$52.50 for the Filing Fee.
2. \$35.00 for the Registered Agent Designation Fee.
3. \$52.50 for the Certified Copy Fee.
4. \$8.75 for the Certificate of Status Fee.

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-09/01/00--01025--004
****148.75 ****148.75

Please return one date stamped original to me in the self addressed stamped envelope provided along with the Certified Copy and Certificate of Status.

Thank you for your courtesy and cooperation in this matter.

If you should have any questions, please contact me at the above number.

Sincerely,



Ronald J. Zeller, Esq.
RJZ:stz

w/Enclosures

A00-1366

SEARCHED	INDEXED
SERIALIZED	FILED
SEP 1 1999	
FBI - TAMPA	

**CERTIFICATE OF LIMITED PARTNERSHIP
OF THE
M & P AUGUSTINE FAMILY LIMITED PARTNERSHIP, LTD.
A FLORIDA LIMITED PARTNERSHIP**

The undersigned General Partner desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states:

1. The name of the limited partnership is the M & P AUGUSTINE FAMILY LIMITED PARTNERSHIP, LTD. (the " Partnership").
2. The address of the office of the Partnership is 411 South County Road, Suite 200, Palm Beach, Florida 33480.
3. The name and address of the Agent for service of process for the Partnership is Ronald J. Zeller, Esq., Zeller & Keihner L.L.P., 411 South County Road, Suite 200, Palm Beach, Florida 33480.
4. The names and addresses of the General Partners is as follows:

Michael Augustine
Paula Augustine
1482 Buck Creek Drive
Yardley, PA 19067

5. The mailing address of the Partnership is:

411 South County Road
Suite 200
Palm Beach, Florida 33480

6. The latest date upon which the Partnership will dissolve is 2025.

7. Conveyance or encumbrance of real and personal property held in the Partnership name, and any other instrument affecting title to real and personal property in which the Partnership has an interest shall be executed in the Partnership name by the General Partner.

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

FILED
00 SEP - 1 PM 5: 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, this Certificate of Limited Partnership
has been executed by the General Partners of the M & P AUGUSTINE
FAMILY LIMITED PARTNERSHIP, LTD. this 23 day of Aug., 2000.

GENERAL PARTNER:

By: Michael Augustine
Michael Augustine

GENERAL PARTNER:

By: Paula Augustine
Paula Augustine

FILED
00 SEP -1 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT

Before me, the undersigned authority personally appeared Michael Augustine, who being by me first duly sworn, deposes and says:

1. That I am over the age of eighteen (18) years old.
2. That I am filing this Affidavit pursuant to Florida Statutes Section 620.108.
3. That the initial capital contributions of the limited partners of the M & P FAMILY LIMITED PARTNERSHIP, LTD., is \$500.00. That it is expected the limited partners will contribute additional capital to the partnership from time to time and will be filing supplemental affidavits as and when such additional capital contributions are made.
4. That the initial capital contribution of the general partner to the M & P FAMILY LIMITED PARTNERSHIP, LTD., is \$500.00. That the general partners may make additional contributions to the partnership from time to time and will file supplemental affidavits as and when such additional capital contributions are made.
5. FURTHER AFFLIANT SAYETH NOT.

DATED this 23 day of Aug., 2000.

FILED
00 SEP -1 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Michael Augustine
Michael Augustine

STATE OF ~~FLORIDA~~ PA
COUNTY OF Bucks

The foregoing instrument was acknowledged before me this 23 day of Aug., 2000, by Michael Augustine, who is personally known to me or who has produced Drivers License as identification, and who did take an oath.

(SEAL)

C. F. M. J.
Notary Public
My Commission No.: _____
My Commission Expires: _____


Notarial Seal
Paul F. Morgenthau Jr., Notary Public
Yardley Borough, Bucks County
My Commission Expires July 6, 2002

AFFIDAVIT

Before me, the undersigned authority personally appeared Michael Augustine, who being by me first duly sworn, deposes and says:

1. That I am over the age of eighteen (18) years old.
2. That I am filing this Affidavit pursuant to Florida Statutes Section 620.108.
3. That the initial capital contributions of the limited partners of the M & P FAMILY LIMITED PARTNERSHIP, LTD., is \$500.00. That it is expected the limited partners will contribute additional capital to the partnership from time to time and will be filing supplemental affidavits as and when such additional capital contributions are made.
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5. FURTHER AFFIANT SAYETH NOT.

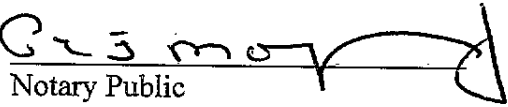
DATED this 23 day of Aug., 2000.


Paula Augustine

STATE OF ~~FLORIDA~~ PA
COUNTY OF Bucks

The foregoing instrument was acknowledged before me this 23 day of Aug., 2000, by Paula Augustine, who is personally known to me or who has produced Drivers License as identification, and who did take an oath.

(SEAL)


Notary Public
My Commission No.: _____
My Commission Expires: _____

Notarial Seal
Paul F. Morgenthau Jr., Notary Public
Yardley Borough, Bucks County
My Commission Expires July 6, 2002

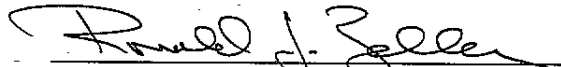
FILED
SEP - 1 PM 5:00
CLERK OF STATE
TREASURY
HARRISBURG, PENNSYLVANIA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the M & P Augustine Family Limited Partnership, Ltd. (the "Partnership"), in the foregoing Certificate of Limited Partnership. I, on behalf of the partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of Registered Agent.

REGISTERED AGENT

DATED: July 24, 2000


Ronald J. Zeller, Esq.

FILED
00 SEP - 1 PM 5: 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA