

A00000001916



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 929820 81236A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 13, 2000

ORDER TIME : 10:42 AM

ORDER NO. : 929820-005

CUSTOMER NO: 81236A

CUSTOMER: M. Lanning Fox, Exq
Warner, Fox, Wackeen, Dungey,
Seeley, Sweet & Wright, Llp
1100 South Federal Highway

Stuart, FL 34994

FILED
00 DEC 13 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

500003500495--6
-12/13/00--01109--001
*****43.75 *****43.75

DOMESTIC FILING

NAME: THE MCLAIN FAMILY LIMITED
PARTNERSHIP

500003500495--6
-12/13/00--01109--002
***1793.75 ***1793.75

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

RECEIVED
00 DEC 13 AM 11:31

LP- 1785.00
CERT 52.50

FILED
00 DEC 13 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

13K
12/13

CERTIFICATE OF LIMITED PARTNERSHIP

OF

THE McLAIN FAMILY LIMITED PARTNERSHIP

FILED
00 DEC 13 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited partnership pursuant to the Uniform Limited Partner Law as set forth in Chapter 620, Florida Statutes, do hereby certify:

1. The name of the firm under which the Partnership is to be conducted is THE McLAIN FAMILY LIMITED PARTNERSHIP.

2. The character of the business intended to be transacted by the Partnership shall be as follows: acquisition, development and sale of marketable securities.

3. The mailing address of the Partnership is as follows:

The McLain Family Limited Partnership
421 East Osceola Street
Stuart, Florida 34994

~~This is also the Partnership's principal office address.~~

4. The name and address of the agent for service of process of the Partnership

are as follows:

M. Lanning Fox
Warner, Fox, Wackeen, Dungey, Seeley,
Sweet, Wright & Beard, LLP
1100 South Federal Highway
Stuart, Florida 34995

5. The name and business address of each general partner are as follows:

The McLain Corp.
421 East Osceola Street
Stuart, Florida 34994

PUUUUU113993

6. The Partnership shall commence at the time of filing of this Certificate of Limited Partnership and shall exist until terminated by action of the partners.


IN WITNESS WHEREOF, the undersigned have executed this certificate this 12th

day of December, 2000.

FILED
00 DEC 13 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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00 DEC 13 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Witnesses:


As to General Partner

**STATE OF FLORIDA
COUNTY OF MARTIN**


The foregoing instrument was acknowledged before me this 12th day of December, 2000, by GEORGE E. McLAIN, as President of THE McLAIN CORP., a Florida corporation, General Partner, on behalf of the corporation.

(NOTARY SEAL)

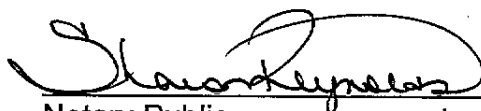


Sharon Reynolds
Commission # GG 853956
Expires July 24, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

General Partner:
The McLain Corp.

By: 
GEORGE E. McLAIN, its President

FILED
00 DEC 13 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Notary Public
State of Florida at Large
My Commission Expires:

FILED
00 DEC 13 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP

The undersigned constituting all of the general partners of THE McLAIN FAMILY LIMITED PARTNERSHIP, a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$100,000.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$5,500,000.00.

Signed this 12th day of December, 2000.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

General Partner:

The McLain Corp.

By:

George E. McLain, President

FILED
00 DEC 13 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
00 DEC 27 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 620.105 or 620.1051, FLORIDA STATUTES, THE UNDERSIGNED LIMITED PARTNERSHIP SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Partnership is:

THE McLAIN FAMILY LIMITED PARTNERSHIP

2. The name and the Florida street address of the registered agent and office are:

M. LANNING FOX
1100 S Federal Highway
Stuart, Florida 34994

Having been named as registered agent and to accept service of process for the above stated limited partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



M. Lanning Fox
Registered Agent

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00 DEC 13 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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00 DEC 13 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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