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STUART S. ROSENTHAL, P.A.

ATTORNEY AT LAW
Admitted to Florida and Colorado Bars

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Stuart S. Rosenthal
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LEGAL ASSISTANTS

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(1927-1998)

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Reply to: Pompano Beach

November 29, 2000

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

700003485167--8
-12/04/00--01115--007
***1837.50 ***1837.50

Re: **JBR Properties, L.P.**
Our File No. 00-33-8062

Ladies/Gentlemen:

Enclosed please find the following:

1. Original and one copy of the proposed Certificate of Limited Partnership of the above-captioned limited partnership, which includes the Affidavit regarding capital contributions and Acceptance by Registered Agent;
2. This firm's check made payable to the Secretary of State, in the amount of One Thousand Eight Hundred Thirty Seven and 50/100 Dollars (\$1,837.50), which represents the filing fee and the fee for returning one certified copy of the said Certificate of Limited Partnership to this office.

FILED
DEC 20 11 50 AM '00
CORPORATE STATE

I trust the foregoing is satisfactory. If you have any questions pertaining thereto, please do not hesitate to contact me.

Very truly yours,
B.A. Callahan
BONNIE A. CALLAHAN
Legal Assistant to
STUART S. ROSENTHAL

Enclosures

A00-1977
QR



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 11, 2000

BONNIE CALLAHAN
404 EAST ATLANTIC BLVD., SUITE 101
POMPANO BEACH, FL 33060

SUBJECT: JBR PROPERTIES, L.P.
Ref. Number: W00000028980

We have received your document for JBR PROPERTIES, L.P. and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

You must add a limited partnership suffix to the name, such as LTD., LIMITED, or LIMITED PARTNERSHIP.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 400A00062288

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NO DEC 20 PM 5: 09

FILED

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E-mail: ssrlawfl@msn.com

Reply to: Pompano Beach

December 14, 2000

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: SKR Properties, Ltd.
Our File No. 00-31-8063

Ladies/Gentlemen:

Thank you for your letter of December 11, 2000, a copy of which is enclosed for your reference, along with two original copies of the Certificate of Limited Partnership and Affidavit of Capital Contributions of SKR Properties, Ltd.

We trust that this name is satisfactory.

Kindly file the enclosed and return a certified copy to our office at your earliest convenience.

If there are any further problems, please contact the undersigned by telephone, if at all possible. Feel free to call collect.
Thank you.

Very truly yours,



BONNIE A. CALLAHAN
Legal Assistant

/bac

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

OF

SKR PROPERTIES, LTD.,

A Florida Limited Partnership

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NOV DEC 20 PM 5:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as formers of a limited partnership under the Florida Revised Uniform Limited Partnership Act, adopt the following certificate for such limited partnership.

1. Name. The name of the Limited Partnership is SKR PROPERTIES, LTD.
2. Business. The general character of the Partnership business shall be to own, acquire, sell and lease investment real estate and other investment property of any type, kind or description including marketable securities and to conduct a general business as thereto related.
3. Principal Place of Business and Location of Records. The location of the principal place of business of the Partnership is 26401 S.W. 107th Avenue, Princeton, FL 33032, at which place the records shall be maintained.
4. Registered Agent. The name and address of the registered agent for service for this Limited Partnership is STUART S. ROSENTHAL, ESQ., 404 East Atlantic Boulevard, Suite 101, Pompano Beach, Florida 33060, who acknowledges by his signature hereunder, that he accepts same.
5. The General Partner. The name and address of the General Partner is as follows:

GENERAL PARTNER	PLACE OF BUSINESS
JBRTP INVESTMENTS, INC.	26401 S.W. 107th Avenue
PO-112533	Princeton, FL 33032
6. Mailing Address. The mailing address of the Limited Partnership is 26401 S.W. 107th Avenue, Princeton, FL 33032.
7. Term. The Partnership shall begin at the time of the filing of the Certificate of Limited Partnership with the Department of State and shall liquidate and dissolve on December 31, 2039, unless sooner dissolved by law or by agreement of the parties hereto or unless extended by a majority agreement of the Partners.
6. Additional Contributions. No additional contributions of the Limited Partners have

been agreed upon.

7. Return of Contributions. No Limited Partner shall be entitled to withdraw or demand the return of any part of his or her capital contribution except upon dissolution of the Partnership.

8. Profits. All annual net profits of the Partnership shall be divided among the General and Limited Partners in the same proportion as the Partners' then capital interest accounts, unless retained for Partnership investment and business activities.

9. Sale or Transfer of Interest in Partnership. A Limited Partner shall not have the right to sell or transfer his or her interest in the Partnership without the prior written consent of all the other partners, unless the transfer is a Permitted Transfer, as explained in detail in the Partnership Agreement.

10. Additional Limited Partners. The General Partner may admit additional limited partners.

11. Priority Among Limited Partners. There is no priority of one Limited Partner over another as to the contributions or compensation by way of income.

12. Continuance of Business. Upon the death, retirement, dissolution or incompetency of the "surviving General Partner", the Partnership shall dissolve unless continued by the remaining Partners and selecting when necessary, by unanimous vote, a new successor General Partner.

13. Property Other Than Cash. A Limited Partner may not demand property other than cash in return for his or her contributions.

14. Amount of Cash and Affidavit to Agreed Value and Description of Property Contributed. The Limited Partners in the Limited Partnership have contributed their interest in the property set forth in Schedule "A". Affidavit of the Amount of the Capital Contributions of the Limited Partners, and Any Amount Anticipated to be Contributed by the Limited Partners", is attached hereto, with an agreed value of \$ 2,460,000.

IN WITNESS WHEREOF, the parties hereunder have executed this Certificate on the 15th

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

___ day of NOV., 2000.

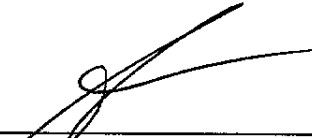
GENERAL PARTNER:

JBRTIP INVESTMENTS, INC.

BY: 

JOSIAH B. RUTTER
President

REGISTERED AGENT:

BY: 

STUART S. ROSENTHAL, ESQ.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

SCHEDULE "A"

SKR PROPERTIES, LTD.

AFFIDAVIT OF THE AMOUNT OF THE CAPITAL CONTRIBUTIONS OF THE LIMITED PARTNERS, AND ANY AMOUNT ANTICIPATED TO BE CONTRIBUTED BY THE LIMITED PARTNERS

The undersigned presents this Affidavit, given under oath, to affirm the following:

1. The amount of the capital contributions to date of the Limited Partners of SKR PROPERTIES, LTD. is \$ 0.

2. The amount contributed and anticipated to be contributed by the Limited Partners at this time totals \$ 2,160,000.

GENERAL PARTNER:

JBRTP INVESTMENTS, INC.

BY: [Signature]
JOSIAH B. RUTTER
President

Dated: 11-15-00

STATE OF FLORIDA)
COUNTY OF Broward) SS:

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NOV 20 11 51 AM '00
SECRETARY OF STATE

The foregoing instrument was acknowledged before me this 15 day of Nov, 2000 by JOSIAH B. RUTTER, President of JBRTP INVESTMENTS, INC., and said individual is personally known to me (yes) (no) or has produced _____ as identification, and who acknowledged execution of the foregoing instrument.


[Signature]
NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires [Signature]
Page 4
NOTARY SEAL
COMMISSION NUMBER 00055201
MY COMMISSION EXPIRES AUG. 5, 2004

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent for the above-referenced Florida Limited Partnership at the above-designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Chapter 620 *et seq.*, as amended from time to time, relative to the obligations of the undersigned.

Executed this 15 day of NOV, 2000.



STUART S. ROSENTHAL, ESQ.
Registered Agent

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NOV DEC 20 PM 5:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA