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T O P P E L P A R T N E R S

7900 Glades Road, Suite 420, Boca Raton, FL 33434
Telephone: (561) 451-4696 Fax: (561) 451-8341

December 21, 2000

VIA FEDEX

MJH

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Toppel Tuscan, Ltd.

Dear Sir/Madam:

Enclosed for filing with the Florida Secretary of State, please find the following documents:

1. Certificate of Limited Partnership and Affidavit of Capital Contributions. I have enclosed a copy to be file stamped by the Florida Secretary of State.
2. My check in the amount of \$1,793.75, made payable to the Florida Department of State, to pay for the filing fees and a certificate of good standing. I do not require a certified copy, as the stamped copy and standard letter from the Florida Secretary of State will do.

Also, please return my stamped copy of the Certificate of Limited Partnership and Affidavit of Capital Contributions, as filed, together with the Secretary of State's filing letter and certificate of good standing, as soon as possible, to the following address:

Toppel Partners
7900 Glades Road, Suite 420
Boca Raton, Florida 33434
Attn: Michelle Smalley

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-12/22/00 --01090 --002
***1793.75 ***1793.75

CVS

Thank you for your assistance and cooperation. If you have any questions, please contact me at (561) 451-4696.

Sincerely,

Michelle Smalley
Michelle Smalley

Enclosures

00 DEC 22 PM 1:56

SECRETARY OF STATE
DIVISION OF CORPORATIONS

**CERTIFICATE OF LIMITED PARTNERSHIP OF
TOPPEL TUSCANY, LTD
a Florida limited partnership**

00 DEC 22 PM 1:56
STATE OF FLORIDA
DIVISION OF CORPORATIONS

1. The name of the Partnership is:

TOPPEL TUSCANY, LTD.
2. The business address of the Partnership is:

7900 Glades Road, Suite 420
Boca Raton, FL 33434
3. The name of the registered agent for service of process on the Partnership is:

Sheri Sauer
4. The Florida street address of the registered agent for service of process on the Partnership is:

7900 Glades Road, Suite 420
Boca Raton, FL 33434
5. Sheri Sauer
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. The mailing address of the Partnership is as follows:

7900 Glades Road, Suite 420
Boca Raton, FL 33434
7. The latest date upon which the Partnership is to dissolve is December 31, 2050.
8. The name and address of the general partner of the Partnership is:

PA7000107376
Toppel Management, Inc.
7900 Glades Road, Suite 420
Boca Raton, FL 33434

Under 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.

Signed this 21st day of December, 2000

TOPPEL MANAGEMENT, INC.,
General Partner

BY: _____

Harold Toppel, President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, constituting all of the general partners of Toppel Tuscan Limited Partnership, certify:

1. The amount of capital contributions to date of the limited partners is \$0.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time total \$2,500,000.

Signed this 21st day of December, 2000.

FURTHER AFFIANT SAITH 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.

TOPPEL MANAGEMENT, INC.
General Partner

BY: H. Toppel
Harold Toppel, President