

A01000000 117
POWELL, CARNEY, GROSS, MALLER & RAMSAY, P.A.

ATTORNEYS AND COUNSELORS AT LAW
BANK OF AMERICA TOWER
ONE PROGRESS PLAZA, SUITE 1210
ST. PETERSBURG, FLORIDA 33701

MARY JO CARNEY
ALAN M. GROSS
KAREN E. MALLER
JAMES N. POWELL
DON DOUGLAS RAMSAY

MAILING ADDRESS:
POST OFFICE BOX 1689
ST. PETERSBURG, FLORIDA 33731-1689

TELEPHONE
727-898-9011

FACSIMILE
727-898-9014

www.pchslaw.com

inpowell@tampabay.rr.com

January 15, 2001

Florida Department of State
DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, Florida 32314

200003553242--1
-01/18/01--01024--003
***140.00 ***140.00

Re: MKR#2, Ltd.

TO WHOM IT MAY CONCERN:


Enclosed are duplicate original Certificate of Limited Partnership for the above referenced corporation. Also enclosed is a check in the amount of \$140.00 to cover filing fees in the amount of \$52.50, cost for a certified copy in the amount of \$52.50 and cost for designation of registered agent in the amount of \$35.00.

If the Certificate of Limited Partnership are in order, would you please cause the certified copy to be returned to the attention of the undersigned.

Thank you for your assistance and cooperation.

Very truly yours,

POWELL, CARNEY, GROSS, MALLER & RAMSAY, P.A.


Linda C. Johnson
Corporate Assistant

/lj

Enclosures: a/s

G:\1 CLIENTS\PCGMR Partners\MCI 019.wpd

FILED
01 JAN 18 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

52

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MKR #2, LTD.**

1. Name of Limited Partnership (name must contain a suffix such as "Limited", "Ltd." or "Limited Partner"):

MKR #2, LTD.

2. Business address of Limited Partnership:

5445 Mariner Street, Suite 107
Tampa, Florida 33609

3. Name of the Registered Agent for service of process:

Wilherst Developers Inc

4. Florida street address for Registered Agent:

5445 Mariner Street, Suite 107
Tampa, Florida 33609

5. The Registered Agent has signed this Certificate of Limited Partnership to accept the designation of Registered Agent for Service of Process.

6. Mailing address of Limited Partnership:

5445 Mariner Street, Suite 107
Tampa, Florida 33609

7. Latest date upon which the Limited Partnership is to be dissolved: July 1, 2099.

8. Name and address of the sole General Partner:

Wilherst Developers Inc
5445 Mariner Street, Suite 107
Tampa, Florida 33609

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

Signed this 8th day of January, 2001.


GENERAL PARTNER:

WILHERST DEVELOPERS INC

By:


Mark K. Rosenfeld
Chairmand and Chief Executive Officer

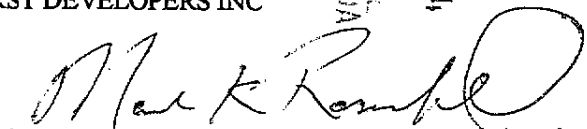
Attest:


Mark K. Rosenfeld
Secretary


REGISTERED AGENT:

WILHERST DEVELOPERS INC

By:


Mark K. Rosenfeld
Chairman and Chief Executive Officer

Attest:


Mark K. Rosenfeld
Secretary

p96-101894
FILED
01 JAN 18 AM 9:31
CLERK OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned, constituting the sole general partner of **MKR #2, LTD.**, a Florida limited partnership, certifies:

The amount of capital contributions to date of the limited partner is: \$99.00.

The total amount contributed and anticipated to be contributed by the limited partner at this time totals \$99.00.

Signed this 8th day of January, 2001.

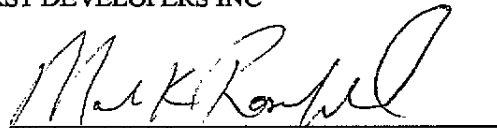
FURTHER AFFIANT SAYETH NOT.

Under penalty 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:

WILHERST DEVELOPERS INC

By:



Mark K. Rosenfeld
Chairman and Chief Executive Officer

Attest:



Mark K. Rosenfeld
Secretary

FILED
01 JAN 18 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA