

CORPORATE
ACCESS,
INC.

236 East 6th Avenue . Tallahassee, Florida 32303

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1.) DPC Capitalized Group Limited Partnership
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
OPC CAPITALIZED GROUP LIMITED PARTNERSHIP
A Florida Limited Partnership

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned makes the following declaration of information for the purpose of forming OPC CAPITALIZED GROUP LIMITED PARTNERSHIP under the Florida Revised Uniform Partnership Act:

1. Name. The name of this Limited Partnership is OPC CAPITALIZED GROUP LIMITED PARTNERSHIP.

2. Business. The purpose of the Partnership's business is to own, acquire, sell, manage and lease investment property of any type, kind or description, including marketable securities and real estate, and to do all other things necessary, proper, convenient or advisable in connection therewith.

3. Principal Place of Business and Location of Records. The location of the principal place of business of the Partnership is 16144 SW 8th Street, Pembroke Pines, Florida 33027, 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 Michael Paganello, 16144 SW 8th Street, Pembroke Pines, Florida 33027, and who acknowledges by his signature hereunder that he accepts such designation.

5. The General Partner. The name and business address of the General Partner is OPC Capitalized Group, Inc., 16144 SW 8th Street, Pembroke Pines, Florida 33027.

PO1000029137

6. Mailing Address. The mailing address of the Limited Partnership is c/o OPC Capitalized Group, Inc., 16144 SW 8th Street, Pembroke Pines, Florida 33027.

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 the 35th anniversary of the date of OPC CAPITALIZED GROUP LIMITED PARTNERSHIP

AGREEMENT, unless terminated or dissolved earlier or extended by written agreement of all of the Partners.

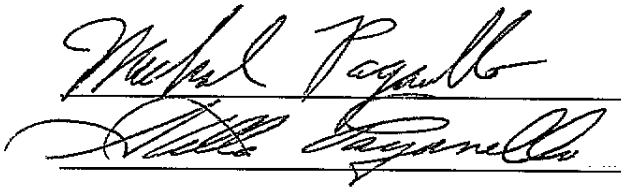
8. Affidavit of the Amount of Capital Contributions. The amount of capital contributions of each limited partner and the amount of capital contributions anticipated by the limited partners is described in the Affidavit attached as Schedule A.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 21st day of March, 2001.

Witnesses

GENERAL PARTNER:

OPC CAPITALIZED GROUP, INC.




By: Cira Campisi Paganello
Cira Campisi Paganello, *President*

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 the appointment, and agrees to comply with the provisions of Chapter 620 et seq., Florida Statutes, as amended from time to time, concerning the obligations of registered agents.

Executed this 21st day of March, 2001.


Michael Paganello, *Registered Agent*

SCHEDULE A

**OPC CAPITALIZED GROUP LIMITED PARTNERSHIP
AFFIDAVIT OF THE AMOUNT OF THE CAPITAL CONTRIBUTIONS OF THE
LIMITED PARTNERSHIP, AND ANY AMOUNT ANTICIPATED TO BE
CONTRIBUTED BY THE LIMITED PARTNERS**

01 APR 19 2001
FILED
TALLAHASSEE, FLORIDA

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

1. The amount of the capital contributions to date by the Limited Partners is \$0.00.

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

OPC CAPITALIZED GROUP, INC.

By: Cira Campisi Paganello
Cira Campisi Paganello, President

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me on this 14 day of March, 2001, by Cira Campisi Paganello, the President of OPC CAPITALIZED GROUP, INC., on behalf of said corporation, and said individual is personally known to me (yes) (no) or has produced _____ as identification to me, and who acknowledged execution of the foregoing instrument.

Jean M. Woodbridge
Notary Public, State of Florida
Name: Jean M. Woodbridge
(Print Name)
My Commission Expires: 8/19/02

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