



THE UNITED STATES
CORPORATION
COMPANY

A01000000594

ACCOUNT NO. : 072100000032

REFERENCE : 135463 7143749

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 1, 2001

ORDER TIME : 4:10 PM

ORDER NO. : 135463-005

CUSTOMER NO: 7143749

CUSTOMER: Charles E. Muller, Esq
Muller & Lipson, P.a.

Suite 1550
9350 South Dixie Highway
Miami, FL 33156

DOMESTIC FILING

NAME: HARTLAND PTY., LTD.

EFFECTIVE DATE:

900004105019--7

-05/02/01--01001--014

***1837.50 ***1837.50

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS:

FILED
01 MAY -1 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAY -1 PM 4:43
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

Handwritten initials: *mk* *5/1*

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
HARTLAND PTY., LTD.**

FILED
01 MAY -1 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, pursuant to the provisions of Section 620.108 of the Florida Statutes, hereby certifies and swears in this Certificate of Limited Partnership to the following:

1. NAME.

The name of the Limited Partnership is:

HARTLAND PTY., LTD.

2. REGISTERED AGENT.

The name and address of the Registered Agent for the Limited Partnership is:

Charles E. Muller II, Esq.
Muller & Lipson, P.A.
9350 South Dixie Highway, Suite 1550
Miami, Florida 33156

3. GENERAL PARTNER.

The name and business address of the general partner is as follows:

Hartland Management, Inc.
107 North Beach Road
Hobe Sound, Florida 33455

801000033818

4. MAILING ADDRESS AND PRINCIPAL ADDRESS.

The mailing and principal address of the Limited Partnership is as follows:

107 North Beach Road
Hobe Sound, Florida 33455

5. DISSOLUTION DATE.

The latest date upon which the Limited Partnership is to dissolve is
December 31, 2031.

IN WITNESS WHEREOF, the General Partner has caused this Certificate of
Limited Partnership to be executed at Wade Swamp, Florida, this 17 day of April 2001.

Hartland Management, Inc.
general partner


By: Christian A. Nast
Christian A. Nast, its President.

FILED
01 MAY -1 PM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE

Pursuant to Section 620.192 of the Florida Statutes, the undersigned accepts appointment as registered agent for HARTLAND PTY., LTD., a Florida limited partnership, and accepts all obligations imposed on him as such under Florida law.

Executed this 28th day of April, 2001.



Charles E. Muller II

FILED
01 MAY -1 AM 10:40
TALLAHASSEE, FLORIDA

AFFIDAVIT

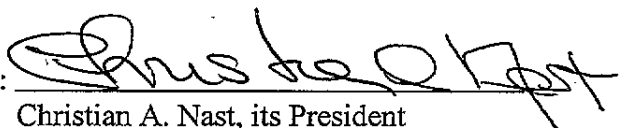
STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

FILED
01 MAY -1 AM 10:45
TALLAHASSEE, FLORIDA

The undersigned General Partner of Hartland Pty., Ltd. (the "Limited Partnership"),
being duly sworn, deposes and says:

The total capital contributions of the limited partners of the Limited Partnership
through this date is \$0 and the anticipated future capital contributions of the limited partners to the
Limited Partnership is \$1,000,000.

Hartland Management, Inc.
general partner

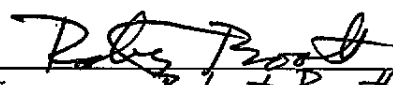
By: 
Christian A. Nast, its President

STATE OF FLORIDA)
) SS Hobe Sound
COUNTY OF Martin)

The foregoing instrument was signed before me this 17th day of April, 2001, by
Christian A. Nast in the capacity indicated. He is personally known to me or has produced a Florida
driver's license as identification.



Robert Booth
My Commission CC996897
Expires January 28, 2005


Name: Robert Booth
Commission No.: CC 996897
Notary Public
State of Florida at Large

My commission expires: 1-28-05

C:\Lisa\Nast\Hartland\CertLtd Partnership