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ACCOUNT NO. : 072100000032

REFERENCE : 173983 7143749

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
01 JUN -5 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 5, 2001

ORDER TIME : 3:06 PM

ORDER NO. : 173983-005

CUSTOMER NO: 7143749

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

Suite 1550
9350 South Dixie Highway
Miami, FL 33156

RECORDED
01 JUN -5 PM 4:06
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: VZ PARTNERS, LTD.

EFFECTIVE DATE:

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: _____

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-06/06/01--01003--015
***1837.50 ***1802.50

000004342580--0
-06/06/01--01003--015
***1837.50 ***1837.50

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
VZ PARTNERS, LTD.**

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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:

VZ PARTNERS, LTD.

2. REGISTERED AGENT.

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

Charles E. Muller II
9350 S. Dixie Highway, Suite 1550
Miami, Florida 33156

3. GENERAL PARTNER.

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

VZ MANAGEMENT, INC.
107 North Beach Road
Hobe Sound, FL 33455

PO1000033815

4. MAILING ADDRESS AND PRINCIPAL ADDRESS.

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

107 North Beach Road
Hobe Sound, FL 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 W0250NP, Florida, this 9 day of April, 2001.

VZ Management, Inc.
general partner

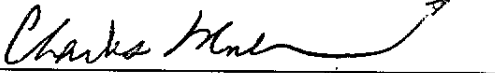
By: Christian A. Nast
Christian A. Nast, its President

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ACCEPTANCE

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

Executed this 4th day of JUNE, 2001.



Charles E. Muller II

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT

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

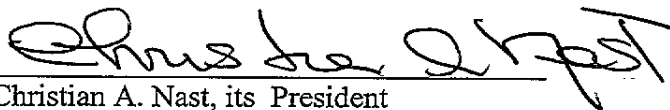
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned General Partner of VZ PARTNERS, 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.


VZ Management, Inc.,

general partner

By: 
Christian A. Nast, its President

STATE OF FLORIDA)
)
COUNTY OF Martin) SS

The foregoing instrument was signed before me this 9th day of May, 2001, by Christian A. Nast, in the capacities indicated. He is personally known to me or has produced a Florida driver's license as identification.


Name: Anthony R Sementelli
Commission No.: CC965636
Notary Public
State of Florida at Large

My commission expires:

C:\Law\Notary\Z\Cert\State vpd

9/15/04



Anthony R Sementelli
My Commission CC965636
Expires September 15, 2004