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ACCOUNT NO. : 072100000032

REFERENCE : 317002 10463A

AUTHORIZATION :

Patricia Pigatto

COST LIMIT : \$ 140.00

ORDER DATE : July 30, 2001

ORDER TIME : 3:17 PM

ORDER NO. : 317002-015

CUSTOMER NO: 10463A

CUSTOMER: Ms. Larissa K. Lincoln
Cohen Norris Scherer
Weinberger & Wolmer
Suite 400
712 U.S. Highway 1
North Palm Bch, FL 33408-7146

DOMESTIC FILING

NAME: LEARNIHAN HILL FAMILY
LIMITED PARTNERSHIP

FILE SECOND

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118
EXAMINER'S INITIALS: _____

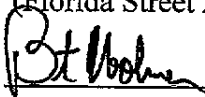
FILED
01 JUL 30 PM 5:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUL 30 PM 3:36
NOT RETURNED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

100004508061--0

BK

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
LEARNIHAN HILL FAMILY LIMITED PARTNERSHIP**

1. LEARNIHAN HILL FAMILY LIMITED PARTNERSHIP
(Name of Limited Partnership; must contain suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 712 U.S. Highway One, Suite 400, North Palm Beach, Florida 33408
(The Business Address of the Limited Partnership)
3. COHEN, NORRIS, SCHERER, WEINBERGER & WOLMER
(Name of Registered Agent for Service of Process)
4. 712 U.S. Highway One, Suite 400, North Palm Beach, FL 33408
(Florida Street Address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 712 U.S. Highway One, Suite 400, North Palm Beach, FL 33408
(The Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2050.
8.

NAME OF GENERAL PARTNER	ADDRESS
<u>LEARNIHAN HILL FAMILY CORPORATION</u>	<u>712 U.S. Highway One, Suite 400</u> <u>North Palm Beach, FL 33408</u>

Signed this 27th day of July, 2001. P01000074934

Signature of the sole General Partner:

LEARNIHAN HILL FAMILY CORPORATION

By: 
MICHELLE M. JEFFREY, President

GENERAL PARTNER

c:\myfiles\jeffrey\cert.ltd

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting the sole general partner of LEARNIHAN HILL FAMILY LIMITED PARTNERSHIP, a Florida Limited Partnership, certifies as follows:

The amount of capital contributions to date of the limited partners is \$0.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100.

This 27th day of July, 2001.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

LEARNIHAN HILL FAMILY CORPORATION, a Florida corporation

By:


MICHELLE M. JEFFREY, President