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August 29, 2001

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***1785.00 ***1785.00

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

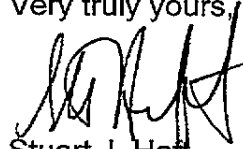
Re: Northlake Property Investments Limited Partnership

Dear Sir or Madam:

Enclosed is an original and one copy of the Certificate of Limited Partnership and Affidavit of Capital Contributions for filing of the above-referenced partnership. Also enclosed is a check for \$1,785.00 for the filing fee.

Please mail a file-stamped copy to me.

Thank you.

Very truly yours,

Stuart J. Haft

FILED
01 AUG 30 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SJH/mrd
Enclosures

A01-1187
JR

CERTIFICATE OF LIMITED PARTNERSHIP
NORTHLAKE PROPERTY INVESTMENTS LIMITED PARTNERSHIP
A FLORIDA LIMITED PARTNERSHIP

The undersigned, as General Partner of Northlake Property Investments Limited Partnership, a Florida limited partnership ("the Limited Partnership"), hereby executes and acknowledges this Certificate of Limited Partnership as follows:

1. Name of Limited Partnership. The Limited Partnership's name is Northlake Property Investments Limited Partnership.
2. Limited Partnership's Business Address. The Limited Partnership's principal place of business and business address is:

c/o Philip D. Lewis
31 West 20th Street
Riviera Beach, Florida 33404

3. Limited Partnership's Business. The Limited Partnership's business is owning and managing real and personal property and any other legal business under the laws of the State of Florida, whether related or not to its ongoing business.
4. Registered Agent. The name and mailing address of the Limited Partnership's registered agent is:

Stuart J. Haft, Esq.
c/o Alley, Maass, Rogers & Lindsay, P.A.
321 Royal Poinciana Plaza
Palm Beach, Florida 33480

5. Mailing Address. The mailing address of the Limited Partnership is:

c/o Philip D. Lewis, President
P.O. Box 9726
Riviera Beach, Florida 33419

6. General Partner. The name, address and ownership percentage of the General Partner is:

PDL Management, Inc.
c/o Philip D. Lewis
31 West 20th Street
Riviera Beach, Florida 33404
1% Owner

FILED
01 AUG 30 PM 5:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

101-85396

7. Dissolution. The latest date upon which this Limited Partnership is to be dissolved is December 31, 2009.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the undersigned this 28th day of August, 2001.

PDL MANAGEMENT, INC.,
a Florida Corporation, General Partner

Philip D. Lewis
By: Philip D. Lewis
Its: President

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing Certificate of Limited Partnership was acknowledged before me this 28th day of August, 2001, by Philip D. Lewis, as President of PDL Management, Inc., the General Partner of Northlake Property Investments Limited Partnership. He is personally known to me or has produced _____ as identification.

STUART J. HAFT
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC958675
EXPIRES 11/18/2004
BONDED THRU ASA 1-888-NOTARY1

Stuart J. Haft
NOTARY PUBLIC
Print Name STUART J HAFT
Commission Number: CC958675
Commission Expires: 11/18/2004

FILED
01 AUG 30 PM 5:00
NOTARY OF STATE
PALM BEACH, FLORIDA

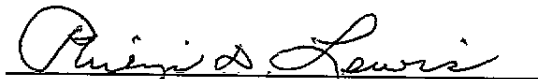
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, Philip D. Lewis, President of PDL Management, Inc., a Florida corporation, the General Partner of Northlake Property Investments Limited Partnership, a Florida limited partnership (the "Limited Partnership"), upon being duly sworn, certifies as follows:

1. The total amount of capital contributions to the Limited Partnership by the Limited Partners to date is \$0.
2. The total amount anticipated to be contributed by the Limited Partners of the Partnership totals TWO MILLION DOLLARS (\$2,000,000).

FURTHER AFFIANT SAYETH NOT.

PDL Management, Inc.,
a Florida Corporation, General Partner


By: Philip D. Lewis
Its: President


STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing Affidavit of Capital Contributions was acknowledged before me the this 23rd day of August, 2001, by Philip D. Lewis, as President of PDL Management, Inc., the General Partner of Northlake Property Investments Limited Partnership. He is personally known to me or has produced _____ as identification.

FILED
01 AUG 30 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STUART J. HAFT
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC958675
EXPIRES 11/18/2004
BONDED THRU ASA 1-888-NOTARY1


NOTARY PUBLIC
Print Name STUART J HAFT
Commission Number: CC958675
Commission Expires: 11/18/2004