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**THE LAW FIRM OF
KATHY A. METZGER, P.A.**

800 S.E. MONTEREY COMMONS BOULEVARD
SUITE 103
STUART, FL 34996
(561) 219-0285 (telephone)
(561) 219-0035 (facsimile)

September 19, 2001

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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****350.00 ****350.00

Re: White Development, Ltd.

Dear Sir or Madam:

W01-22178

This firm represents White Development, Ltd. Enclosed herewith is an original and one (1) copy of the following documents:

- 1) Certificate of Limited Partnership of White Development, Ltd.;
- 2) Affidavit of Capital Contribution.

Please file these documents and mark your records accordingly. I would ask that you return to me a certified copy of these documents in the enclosed self-addressed, stamped envelope. I have also enclosed my client's check in the amount of \$350.00 representing your filing fee and the fee to obtain a certified copy.

If you have any questions, or if there is anything further you require, please do not hesitate to contact me. Your attention hereto is appreciated.

Very truly yours,

Kathy A. Metzger/tah

Kathy A. Metzger

KAM:tah

Enclosures

cc: White Development, Ltd.

C:\kathy\client\white\sec-state

Dictated, but not read.
Signed in Mrs. Metzger's absence
to avoid delay.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 OCT -2 PM 2:58

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 25, 2001

THE LAW FIRM OF KATHY A. METZGER, P.A.
SUITE 103
800 W.E. MONTEREY COMMONS BOULEVARD
STUART, FL 34996

SUBJECT: WHITE DEVELOPMENT, LTD.
Ref. Number: W01000022178

We have received your document for WHITE DEVELOPMENT, LTD. and your check(s) totaling \$350.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

A Florida Limited Partnership cannot have an effective date that is prior to the date of filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 501A00053274

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DIVISION OF CORPORATIONS
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**THE LAW FIRM OF
KATHY A. METZGER, P.A.**

**800 S.E. MONTEREY COMMONS BOULEVARD
SUITE 103
STUART, FL 34996
(561) 219-0285 (telephone)
(561) 219-0035 (facsimile)**

October 1, 2001

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
Att: Mr. Lee Rivers
409 East Gaines Street
Tallahassee, FL 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 OCT -2 PM 2:59

Re: White Enterprises, Ltd.

Dear Lee:

Pursuant to our telephone conversation, enclosed herewith is an original and one (1) copy of the following documents:

- 1) Certificate of Limited Partnership of White Enterprises, Ltd.;
- 2) Affidavit of Capital Contribution.

It is my understanding that you have retained my client's check in the amount of \$350.00 which was submitted to you for filing White Development, Ltd., which was rejected due to the existence of a corporation with a similar name and effective date. Please file these documents and mark your records accordingly. I would ask that you return to me a certified copy of these documents in the enclosed self-addressed, stamped envelope.

If you have any questions, or if there is anything further you require, please do not hesitate to contact me. Your attention hereto is appreciated.

Very truly yours,

Kathy A. Metzger/tah
Kathy A. Metzger

Dictated, but not read.
Signed in Mrs. Metzger's absence
to avoid delay.

KAM:tah
Enclosures

cc: White Enterprises, Ltd.
C:\kathy\client\white\sec-state2

**CERTIFICATE OF LIMITED PARTNERSHIP OF
WHITE ENTERPRISES, LTD.**

The undersigned, desiring to form a limited partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, hereby states the following:

1. Name of Limited Partnership. The name of the limited partnership is:
White Enterprises, Ltd. (the "Partnership")
2. Address of the Partnership. The office address of the Partnership is located at:

1752 S.W. Biltmore Street
Port St. Lucie, FL 34984
3. Registered Agent and Office. The name and address of the registered agent of the Partnership for service of process pursuant to Section 620.105, Florida Statutes, are:

Kathy A. Metzger
800 S.E. Monterey Commons Boulevard
Suite 103
Stuart, FL 34996
4. Name and Address of the General Partner. The name and address of the sole general partner of the Partnership is:

M. D. White, LLC
1752 S.W. Biltmore Street
Port St. Lucie, FL 34984
LOI-12956
5. Mailing Address of the Partnership. The mailing address of the Partnership is:

1752 S.W. Biltmore Street
Port St. Lucie, FL 34984
6. Effective Date of Limited Partnership. The effective date of the Partnership shall be as of the date of filing with the Secretary of State.
7. Dissolution of the Partnership. The latest date upon which the Partnership is to dissolve is December 31, 2050.

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The execution of this Certificate of Limited Partnership by the undersigned sole General Partner of the Partnership constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership on this 1st day of October, 2001.

Sole General Partner:

M. D. WHITE, LLC, a Florida Limited Liability Corporation

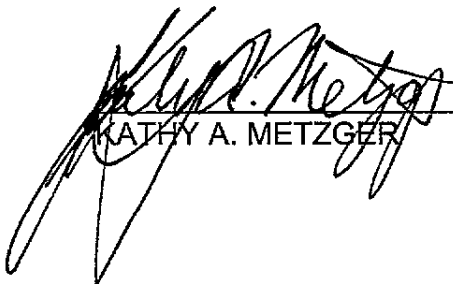


By: Mark D. White, Managing Member

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED LIMITED PARTNERSHIP, AT THE PLACE DESIGNATED IN NUMBER 3 OF
THIS CERTIFICATE OF LIMITED PARTNERSHIP, THE UNDERSIGNED HEREBY
AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
DISCHARGE OF HIS/HER DUTIES.

Dated on this 1st day of October, 2001.


KATHY A. METZGER

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF Martin

BEFORE ME, the undersigned notary public, personally appeared MARK D. WHITE, President of M. D. White, LLC, a Florida Limited Liability Corporation, the sole general partner of White Enterprises, Ltd., a Florida Limited Partnership (the "Partnership"), whose business address is 1752 S.W. Biltmore Street, Port St. Lucie, Florida 34984, who, upon being duly sworn, certified on behalf of the Partnership the following:

1. The amount of capital contributions to the Partnership made by the limited partners is \$45,000.00.
2. The amount anticipated to be contributed by the limited partners is \$45,000.00.

FURTHER AFFIANT SAYETH NOT:

Under 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.

Dated: October 1, 2001

Sole General Partner:

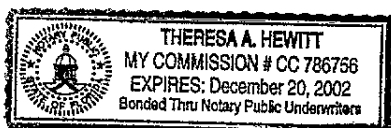
M. D. WHITE, LLC, a Florida Limited Liability Corporation




By: Mark D. White, Managing Member

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DIVISION OF CORPORATIONS
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Sworn to and subscribed before me on this 1st day of October, 2001, by MARK D. WHITE, as Managing Member of M. D. WHITE, LLC, a Florida Limited Liability Corporation, on behalf of and authorized by the corporation, who is personally known to me or who has produced N/A as identification.




Print Name: Theresa A. Hewitt
Notary Public, State of Florida
My Commission Expires: 12-20-02