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LAW OFFICE OF
Linda L. Snelling, P.C.
2424 N. FEDERAL HIGHWAY, SUITE 200
BOCA RATON, FLORIDA 33431

TEL (561) 392-2396 - FAX (561) 392-0746

October 29, 2001

VIA FEDERAL EXPRESS #8301 2351 1205

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

200004659392--5
-10/30/01--01067--004
***157.50 ***157.50

Re: **Certificate of Limited Partnership of MLN Family Partnership, Ltd.
a Florida Limited Partnership**

Dear Madam/Sir:

Enclosed herein please find the following:

1. An original and one copy of the Certificate of Limited Partnership of MLN Family Partnership, Ltd., a Florida Limited Partnership
2. A check in the amount of \$157.50 representing the filing fee for a Florida Limited Partnership and a certified copy of the Certificate of Limited Partnership
3. Pre-addressed Federal Express Airbill and envelope

Please return the certified copy of the Certificate of Limited Partnership in the Federal Express envelope enclosed. Should you have any questions, please do not hesitate to contact me.

Very truly yours,

Linda L. Snelling
Linda L. Snelling

LLS/gmv
Enclosures

A01-1464
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FILED
01 OCT 30 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

OF

**MLN FAMILY PARTNERSHIP, LTD.
A FLORIDA LIMITED PARTNERSHIP**

The undersigned General Partner desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is MLN FAMILY PARTNERSHIP, LTD. (the "Partnership").

2. The address of the office of the Partnership is 2400 NW 49th Lane, Boca Raton, Florida 33431.

3. The name and address of the agent for service of process of the Partnership is:

ALISON J. MARTIN
2400 NW 49th Lane
Boca Raton, Florida 33431

4. The name and address of the General and Limited Partners are as follows:

General Partner:

MLN OF PALM BEACH COUNTY, INC.
2400 NW 49th Lane
Boca Raton, Florida 33431

901-103134

Limited Partners:

Ira Martin, Trustee of
The Ira Martin Revocable Trust Agreement
Dated 10/17/2001
2400 NW 49th Lane
Boca Raton, Florida 33431

Alison J. Martin, Trustee of
The Alison J. Martin Revocable Trust Agreement
Dated 10/17/2001
2400 NW 49th Lane
Boca Raton, Florida 33431

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TALLAHASSEE, FLORIDA

5. The mailing address of the Partnership is MLN FAMILY PARTNERSHIP, LTD., 2400 NW 49th Lane, Boca Raton, Florida 33431.

6. The latest date upon which the Partnership will dissolve is 11/1/2081.

7. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by the General Partner.

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

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of the MLN FAMILY PARTNERSHIP, LTD. this 29th day of October, 2001.

GENERAL PARTNER:

MLN OF PALM BEACH COUNTY, INC.

By: 

Ira Martin, Trustee, President

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01 OCT 30 PM 2:20
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TALLAHASSEE, FLORIDA

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

Having been named as registered agent for MLN FAMILY PARTNERSHIP, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of Registered Agent.

REGISTERED AGENT

DATED:

10/27/01

Alison J. Martin

EXHIBIT "A"

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

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME the undersigned, personally appeared MLN OF PALM BEACH COUNTY, INC., the General Partner of MLN FAMILY PARTNERSHIP, LTD., a Florida Limited Partnership, hereinafter referred to as the "Partnership", who, upon being duly sworn, did certify as follows:

1. The amount of capital contributions of the Limited Partners is attached hereto as Exhibit "B".
2. The anticipated amount of additional capital contributions of the Limited Partners is none at this time.

FURTHER AFFIANT SAYETH NAUGHT.

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

Dated this 29th day of October, 2001.

**GENERAL PARTNER
MLN OF PALM BEACH COUNTY, INC.**

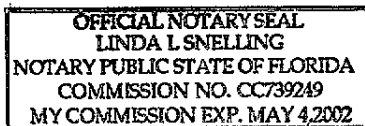
By: 

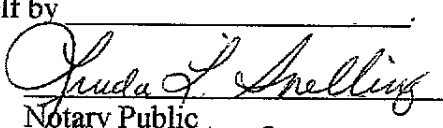
Ira Martin, Trustee, President

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 29th day of October, 2001, by Ira Martin, Trustee, President of MLN OF PALM BEACH COUNTY, INC., the General Partner of MLN FAMILY PARTNERSHIP, LTD., who is personally known to me or who did identify himself by _____.

Notary Seal




Notary Public

LINDA L. SNELLING
Name Printed

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01 OCT 30 PM 5:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Schedule of Partners' Capital Contribution

<u>Partner</u>	<u>Percentage in cash or Property</u>	<u>Initial Capital Contributed or to be Contributed</u>
General Partner:		
MLN of Palm Beach County, Inc.	1%	\$ 100
Limited Partners:		
Alison J. Martin, Trustee of the Alison J. Martin Revocable Trust Agreement dated 10/17/2001	49.5 %	\$ 4,950
Ira Martin, Trustee of the Ira Martin Revocable Trust Agreement dated 10/17/2001	49.5%	\$ 4,950
		<u>\$ 10,000</u>

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EXHIBIT "B"