

A01 00000 1566

Ms. Jean Lindsay
Goldentree Holdings Limited Partnership
12326 Langshaw Drive
Thonotosassa, FL 33592

November 1, 2001

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

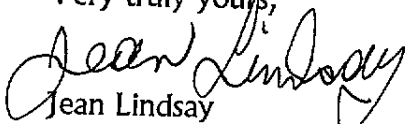
500004693385--4
-11/26/01--01065--003
****621.25 ****621.25

Re: Goldentree Holdings Limited Partnership

Dear Sir or Madam:

Enclosed please find the original and one copy of Certificate of Limited Partnership and Affidavit of Capital Contributions, together with a check in the amount of \$621.25. This represents the cost of the Filing Fees, Certified Copy and Certificate of Limited Partnership and Fee for Registered Agent Designation for the above-named limited partnership.

Very truly yours,



Jean Lindsay
As President, Livingston Enterprises, Inc.
General Partner

Enclosures

check stapled here

FILED
NOV 26 PM 5:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A01-1566
JK

CERTIFICATE OF LIMITED PARTNERSHIP

of

GOLDENTREE HOLDINGS LIMITED PARTNERSHIP

The undersigned general partner, a corporation competent to contract, hereby forms a limited partnership under the laws of the State of Florida.

ARTICLE I – LIMITED PARTNERSHIP NAME

The name of the limited partnership is Goldentree Holdings Limited Partnership.

ARTICLE II –PURPOSE

The limited partnership is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III – BUSINESS ADDRESS OF LIMITED PARTNERSHIP

The business address of the limited partnership shall be as follows:

12326 Langshaw Drive
Thonotosassa, FL 33592

ARTICLE IV – REGISTERED AGENT

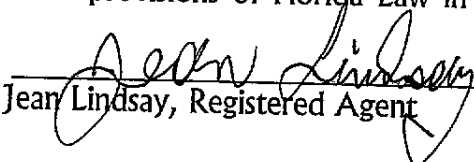
The name and street address of the Initial Registered Office and Agent of the limited partnership is:

Jean Lindsay
12326 Langshaw Drive
Thonotosassa, FL 33592

FILED
NOV 26 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated limited partnership at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


Jean Lindsay, Registered Agent

ARTICLE V – MAILING ADDRESS OF LIMITED PARTNERSHIP

The limited partnership's principal office and mailing address shall be as follows:

12326 Langshaw Drive
Thonotosassa, FL 33592

ARTICLE VI – DATE OF DISSOLUTION OF LIMITED PARTNERSHIP

The latest date upon which the Limited Partnership is to be dissolved is November 1, 2050.

ARTICLE VII – NAME OF GENERAL PARTNER

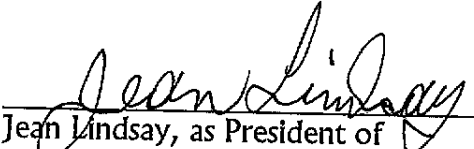
Livingston Enterprises, Inc.
12326 Langshaw Drive
Thonotosassa, FL 33592

900-81601

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 1st day of November, 2001.

Signature of all general partners:


Jean Lindsay, as President of
Livingston Enterprises, Inc., General Partner

FILED
01 NOV 26 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR
FLORIDA LIMITED PARTNERSHIP

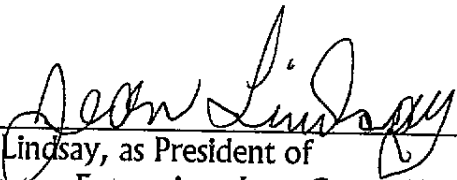
The undersigned, constituting all of the general partners of Goldentree Holdings Limited Partnership, a Florida Limited Partnership, certify:

The total amount contributed and anticipated to be contributed by the limited partners, at this time, totals \$75,000.00.

Signed this 1st day of November, 2001

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.



Jean Lindsay, as President of
Livingston Enterprises, Inc., General Partner

FILED
01 NOV 26 PM 5:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA