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ACCOUNT NO. : 072100000032

REFERENCE : 242166 5127346

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
01 DEC - 7 PM 2 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 7, 2001

ORDER TIME : 11:17 AM

ORDER NO. : 242166-005

CUSTOMER NO: 5127346

CUSTOMER: Rita M. Burdo, Legal Asst
Sonnenschein Nath & Rosenthals

Suite 1102
777 South Flagler Drive
West Palm Beach, FL 33401

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TALLAHASSEE, FLORIDA
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DOMESTIC FILING

NAME: BRETZ INVESTMENTS LIMITED
PARTNERSHIP

EFFECTIVE DATE:

600004714356--9
-12/07/01--01047--001
***1785.00 ***1785.00

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS: _____

**CERTIFICATE OF LIMITED PARTNERSHIP OF
BRETZ INVESTMENTS LIMITED PARTNERSHIP,
a Florida limited partnership**

01 DEC -7 PM 2:22
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned general partner of BRETZ INVESTMENTS LIMITED PARTNERSHIP (the "General Partner") desires to form a partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is BRETZ INVESTMENTS LIMITED PARTNERSHIP.
2. The address of the office of the Partnership is 223 33rd Street, West Palm Beach, Florida 33407.
3. The name and address of the agent for service of process of the Partnership is MATTHEW H. BRETZ, 223 33rd Street, West Palm Beach, Florida 33407.
4. The name and business address of the General Partner is TSGC, INC., 223 33rd Street, West Palm Beach, Florida 33407.
5. The mailing address of the Partnership is 223 33rd Street, West Palm Beach, Florida 33407.
6. The latest date upon which the Partnership shall dissolve is no later than December 31, 2075, unless the Partners agree to extend the term.
7. This Certificate shall be effective upon the filing of this Certificate with the State of Florida, Department of State.

This Certificate is duly executed and is being filed in accordance with section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986).

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the 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 BRETZ INVESTMENTS LIMITED PARTNERSHIP this 4th day of December, 2001.

TSGC, INC., General Partner

By: 

Matthew H. Bretz, President

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA
COUNTY OF PALM BEACH

I, MATTHEW H. BRETZ, as President of TSGC, INC., which corporation is the General Partner of BRETZ INVESTMENTS LIMITED PARTNERSHIP, a Florida limited partnership, hereinafter referred to as the "Partnership," being duly sworn, certifies as follows:

1. The amount of capital contributions to the Partnership made to date by its Limited Partners is \$0.00. The total anticipated capital contributions of the Limited Partners at this time is \$1,000,000.00.

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

Dated: December 6th, 2001.

TSGC, INC., General Partner

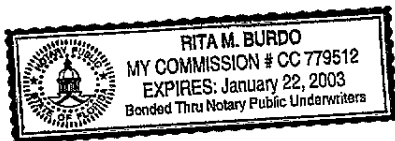
By: _____

Matthew H. Bretz, President

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared MATTHEW H. BRETZ, in his capacity as President of TSGC, INC., the General Partner of BRETZ INVESTMENTS LIMITED PARTNERSHIP, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contribution, and he acknowledged to me and before me that he executed this Affidavit freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state aforesaid this 6th day of December, 2001.

[SEAL]

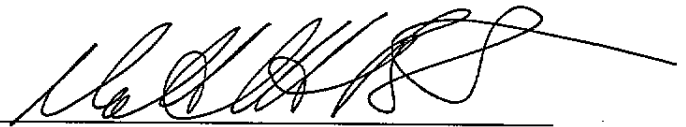


Notary Public
State of Florida, at Large

Typed or Printed Name of Notary

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for BRETZ INVESTMENTS LIMITED PARTNERSHIP, 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 the registered agent.


MATTHEW H. BRETZ

Bretz, Bretz Investment Limited Partnership, CLP, wpd

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