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December 28, 2001

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-12/31/01--01087--011
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Re: Max King, LLC
Max King Realty, Ltd.

Dear Sir/Madam:

Enclosed for filing, please find an original and one (1) copy of the proposed Articles of Organization for Max King, LLC and Certificate of Limited Partnership for Max King Realty, Ltd. Also enclosed is an original Consent by Max King Realty, Inc. for the use of the above-referenced names. Finally, also enclosed please find check number 3566 in the amount of \$125.00 representing the filing fee for Max King, LLC and check number 3565 in the amount of \$1,837.50 representing the filing fee for Max King Realty, Ltd. Please return to the undersigned filed copies of the enclosed documents at your earliest convenience. Thank you.

Sincerely,


Helen Brock Ford
Paralegal

/hbf
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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CONSENT

I, Brett M. Kingstone, President of Max King Realty, Inc., a Florida corporation, do hereby consent to and authorize the use of the following names:

Max King Realty, Ltd.
Max King, LLC

Dated this 28th day of December, 2001.

By: 

Brett M. Kingstone, President

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MAX KING REALTY, LTD.**

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the general partner of MAX KING REALTY, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be MAX KING REALTY, LTD.
2. The address of the office where records shall be kept shall be 7718 Dawberry Court, Orlando, Florida 32819. The name and address of the registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.
3. The name and address of the general partner is:

MAX KING, LLC L02-408
7718 Dawberry Court
Orlando, Florida 32819
4. The mailing address of the limited partnership is 7718 Dawberry Court, Orlando, Florida 32819.
5. The latest date upon which the Partnership is to dissolve shall be December 31, 2052.

This Agreement has been executed by the undersigned this 28th day of December 2001.

GENERAL PARTNER:

MAX KING, LLC, a Florida limited liability company

By: 
Brett M. Kingstone, Manager

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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as Registered Agent for MAX KING REALTY, LTD., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that the undersigned is familiar with the undersigned's statutory obligations as such.

B&C Corporate Services of Central Florida, Inc.

By Helen Brock Ford
Helen Brock Ford, Vice President

Dated this 28th day of December, 2001.

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being the general partner of MAX KING REALTY, LTD., and being duly sworn does hereby set forth the following for the purposes of accompanying the filing of the Certificate of Limited Partnership of MAX KING REALTY, LTD. with the Florida Department of State, as required by Section 620.108, Florida Statutes:

The amount of the capital contributions of the limited partners as of the date hereof is real properties with an approximate value of \$3,000,000.00 and cash with an approximate value of \$25,000.00 and no further capital contributions from the limited partners are reasonably anticipated at this time.

This Affidavit is executed and sworn to by:

GENERAL PARTNER:

MAX KING, LLC, a Florida limited liability company

By: [Signature]
Brett M. Kingstone, Manager

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STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 28th day of December, 2001, by Brett M. Kingstone, Manager of MAX KING, LLC, General Partner of MAX KING REALTY, LTD., and who is either personally known to me or who produced n/a as identification.

[Signature]

Notary Public

My Commission Expires:

Type, print or stamp name of notary

