



THE UNITED STATES
CORPORATION
COMPANY

A02000000064

ACCOUNT NO. : 072100000032

REFERENCE : 717144 7160058

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 1837.50

FILED
02 JAN 16 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 16, 2002

ORDER TIME : 11:35 AM

ORDER NO. : 717144-025

CUSTOMER NO: 7160058

700004778647--3

CUSTOMER: Joanne Capuano, Legal Asst
David J. Wiener, P.a.

One North Clematis Street
Suite 305
West Palm Beach, FL 33401

BK

DOMESTIC FILING

NAME: CENTRE TOURAINE, LTD.

*****FILE 5TH*****

EFFECTIVE DATE:

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: _____

RECEIVED
02 JAN 16 PM 12:24
DIVISION OF CORPORATION

**CERTIFICATE OF LIMITED PARTNERSHIP OF
CENTRE TOURAINE, LTD., A FLORIDA LIMITED PARTNERSHIP**

FILED
JAN 3 2002
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned general partner of CENTRE TOURAINE, LTD., a Florida limited partnership, desiring to adopt a certificate of limited partnership of CENTRE TOURAINE, LTD., (the "Certificate"), pursuant to Section 620.109 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act"), hereby certifies as follows:

1. The name of the Limited Partnership is CENTRE TOURAINE, LTD.
2. The address of the office of the Limited Partnership is One North Clematis Street, Suite 305, West Palm Beach, Florida 33401.
3. The name and address of the agent for service of process required to be maintained by Section 620.105 of the Act is as follows: David J. Wiener, Esq., David J. Wiener, P.A., One North Clematis Street, Suite 305, West Palm Beach, Florida 33401.
4. The name and business address of the general partner is CENTRE TOURAINE, INC., a Florida corporation, One North Clematis Street, Suite 305, West Palm Beach, Florida 33401.
5. The mailing address of the Limited Partnership is One North Clematis Street, Suite 305, West Palm Beach, Florida 33401.
6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2060.
7. This Certificate shall be effective upon the filing of this Certificate with the Department of State of the State of Florida.

P0200005511

This Certificate is duly executed and is being filed in accordance with Section 620.108 of the Act.

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 has been executed by the general partner of CENTRE TOURAINE, LTD.

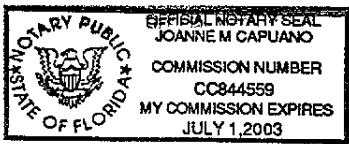
CENTRE TOURAINE, INC., GENERAL PARTNER

By: [Signature]
Larry Bernick, Vice President

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

The foregoing instrument was acknowledged before me this 15th day of January, 2002 by Larry Bernick, as Vice President of CENTRE TOURAINE, INC., a Florida corporation, who is personally known to me and who did not take an oath.

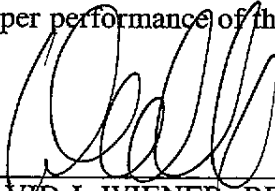
SEAL



Joanne M Capuano
NOTARY PUBLIC
Print Name: Joanne M Capuano
My Commission Expires: 7-1-03

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for CENTRE TOURAINE, LTD., a Florida limited partnership (the "Limited Partnership") in the foregoing Certificate of Limited Partnership of the Limited Partnership, I hereby agree to accept service of process for said Limited Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of the registered agent.



DAVID J. WIENER, REGISTERED AGENT

02 JAN 16 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

AFFIDAVIT OF CAPITAL CONTRIBUTION

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

FILED
02 JAN 16 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned, personally appeared Larry Bernick, Vice President of CENTRE TOURAINE, INC., the General Partner in CENTRE TOURAINE, LTD., a Florida limited partnership, hereinafter referred to as the "Limited Partnership", who upon being duly sworn, certified as follows:

The amount of the capital contributions made by the limited partners to date is \$ 0.00.

The total amount at this time anticipated to be contributed by the limited partners is \$300,000.00.

FURTHER AFFIANT SAYETH NAUGHT.

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.

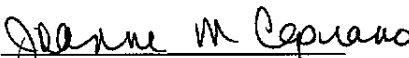


Larry Bernick, Vice President

Date: January 15, 2002

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

The foregoing instrument was acknowledged before me this 15th day of January, 2002 by Larry Bernick, Vice President of CENTRE TOURAINE, INC., a Florida corporation, who is personally known to me.



NOTARY PUBLIC
Print Name: Joanne M Capuano
My Commission Expires: 7-1-03

SEAL

