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BOCA RATON, FLORIDA 33481-0037

LINDA L. SNELLING, ESQ.
e-mail: lls@sachs-sax-klein.com

February 7, 2002

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

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-02/14/02--01056--006
****297.50 ****297.50

**Re: Certificate of Limited Partnership of GRANT 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 Grant Family Partnership, Ltd., a Florida Limited Partnership
2. A check in the amount of \$297.50 representing the filing fee for a Florida Limited Partnership and a certified copy of the Certificate of Limited Partnership
3. Pre-addressed, stamped return envelope

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

Very truly yours,

SACHS, SAX & KLEIN, P.A.



Linda L. Snelling

LLS/gmv
Enclosures

cc: Otto C. Grant w/enclosures
Andrew J. Grant w/enclosures

A02-221
OR

CERTIFICATE OF LIMITED PARTNERSHIP

OF

**GRANT 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 **GRANT FAMILY PARTNERSHIP, LTD.** (the "Partnership").

2. The address of the office of the Partnership is 2480 Presidential Way-The Envoy #604, West Palm Beach, Florida 33401.

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

OTTO C. GRANT, Trustee of the **OTTO C. GRANT
REVOCABLE TRUST AGREEMENT** dated April 7, 1998,
as amended and restated
2480 Presidential Way-The Envoy #604
West Palm Beach, Florida 33401

4. The name and address of the General Partner is as follows:

OTTO C. GRANT, Trustee of the **OTTO C. GRANT
REVOCABLE TRUST AGREEMENT** dated April 7, 1998,
as amended and restated
2480 Presidential Way-The Envoy #604
West Palm Beach, Florida 33401

5. The mailing address of the Partnership is **GRANT FAMILY PARTNERSHIP, LTD.**, 2480 Presidential Way-The Envoy #604, West Palm Beach, Florida 33401

6. The latest date upon which the Partnership will dissolve is January 31, 2052.

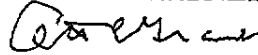
7. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by the General Partner.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of the **GRANT FAMILY PARTNERSHIP, LTD.**, this 2nd day of February, 2002.

GENERAL PARTNER:



OTTO C. GRANT, Trustee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME the undersigned, personally appeared **OTTO C. GRANT**, Trustee of the **OTTO C. GRANT REVOCABLE TRUST AGREEMENT** Dated April 7, 1998, the General Partner of **GRANT 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 "C".
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 1st day of February, 2002.

GENERAL PARTNER



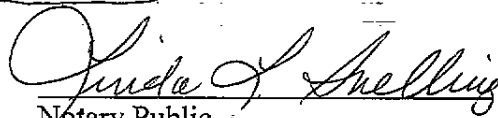
OTTO C. GRANT, Trustee

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 1st day of February, 2002, by **OTTO C. GRANT**, Trustee, the General Partner of **GRANT FAMILY PARTNERSHIP, LTD.**, who is personally known to me or who did identify himself by _____.

Notary Seal


Notary Public
LINDA L. SNELLING
Name Printed

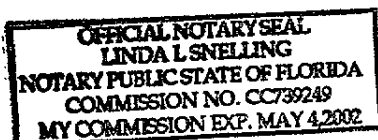


EXHIBIT "B"

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:		
Otto C. Grant, Trustee of the Otto C. Grant Revocable Trust Agreement dated April 7, 1998, as amended and restated	1 %	\$ 300
Limited Partners:		
Otto C. Grant and Edith S. Grant Co-Trustees of the Edith S. Grant Revocable Trust Agreement dated April 7, 1998, as amended and restated	98%	\$ 29,400
ANDREW J. GRANT	1%	<u>\$ 300</u>
Total		<u>\$ 30,000</u>

EXHIBIT "C"

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA