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April 30, 2002

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32301

700005452157--3
-05/06/02--01011--031
***1837.50 ***1837.50

FILED
2002 MAY -6 AM 9:01
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: Hoover Properties, L.P.

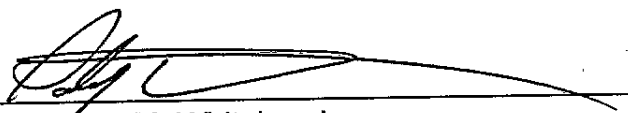
Gentlemen:

Enclosed are the original and a copy of the Certificate of Limited Partnership of the captioned proposed limited partnership. Please file the original and return the copy certified. Please also note that Hoover Properties, L.P. is being formed by Hoover Properties, Inc. Both of the foregoing entities are owned by the same individual and thus consent is given for the use of similar names.

A check in the amount of \$1837.50 is enclosed to cover the \$1750.00 filing fee, the \$35.00 Registered Agent fee, and the \$52.50 fee for the certified copy.

Very truly yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By 
Patrick M. Whitehead

Enclosures

cc: Thornton M. Henry, Esq.
N:\TMH\21677-1\FLP\Transmittal LP FI.DOC

J. BRYAN MAY 15 2002

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
HOOVER PROPERTIES, L.P.**

As a Certificate of Limited Partnership pursuant to F.S. § 620.108, the undersigned certifies:

1. The name of this limited partnership is HOOVER PROPERTIES, L.P.
2. The address of the principal office and the name and address of the agent for service of process are:

Principal Office Address:

1 Glencairn Road
Palm Beach Gardens, FL 33418

Registered Agent's Name and Address:

JOHN CALL
6581 Southern Blvd., Suite A
West Palm Beach, FL 33411

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The names and addresses of the General Partners are:

HOOVER PROPERTIES, INC.
1 Glencairn Road
Palm Beach Gardens, FL 33418

#P02000025089

3. The mailing address for the limited partnership is:

1 Glencairn Road
Palm Beach Gardens, FL 33418

4. If not dissolved sooner by unanimous vote of the General Partner, this limited partnership shall dissolve December 31, 2051.

WHEREFORE, the undersigned has executed this Certificate as General Partner of the HOOVER PROPERTIES, L.P. as of the date set forth below.

WITNESSES

GENERAL PARTNER

HOOVER PROPERTIES, INC.

Judith A. Hoover
JUDITH A. HOOVER, President

STATE OF FLORIDA
COUNTY OF PALM BEACH

Subscribed and sworn to before me on behalf of HOOVER PROPERTIES, INC., by JUDITH A. HOOVER, its president, on the 28 day of March, 2002, who personally appeared before me. JUDITH A. HOOVER is personally known to me or has produced _____ as identification.

(SEAL)

[Signature]
Notary Public _____
My Commission Expires: _____
My Commission number is: _____



Patrick M. Whitehead
MY COMMISSION # CC994346 EXPIRES
January 17, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

FILED
2002 MAY -6 AM 9:01
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That HOOVER PROPERTIES, L.P. desiring to organize under the laws of the State of Florida, has named JOHN CALL, located at the Registered Office of the corporation at 6581 Southern Blvd., Suite A, West Palm Beach, Florida 33413, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated limited partnership at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


JOHN CALL, Registered Agent

FILED
2002 MAY -6 AM 9:01
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting all of the general partners of HOOVER PROPERTIES, L.P., a Florida limited partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 1,500,000.

The total amount contributed and anticipated to be contributed by the limited partners at this time is \$ 1,500,000.

FURTHER AFFIANT SAYETH NOT.

Under the 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.

HOOVER PROPERTIES, INC.

Judith A. Hoover
JUDITH A. HOOVER, President

STATE OF FLORIDA
COUNTY OF PALM BEACH

Subscribed and sworn to before me on behalf of HOOVER PROPERTIES, INC., by JUDITH A. HOOVER, its president, on the 28 day of March, 2002, who personally appeared before me. JUDITH A. HOOVER is personally known to me or has produced _____ as identification.



Patrick M. Whitehead
MY COMMISSION # CC994346 EXPIRES
January 17, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

[Signature]
Notary Public _____
My Commission Expires: _____
My Commission number is: _____