

A02000000729

JAMES A. MOLANS
3900 S.W. 11TH STREET, SUITE 100
SOUTH MIAMI, FLORIDA 33143
(305) 666-0345
FAX (305) 284-8387
VOICE MAIL (305) 957-9600

May 14, 2002

Florida Department of State
Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, FL 32399

200005537722--8
-05/15/02--01053--001
***1837.50 ***1837.50

Re: THE NEWCOMB FAMILY LIMITED PARTNERSHIP, LTD.

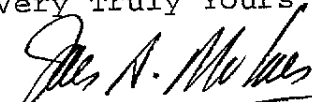
Dear Department of State:

Enclosed please find the Certificate of Limited Partnership for the above named entity to be formed. Also enclosed is my Trust Account check in the amount of \$1,837.50 which represents the following fees:

Filing Fee (maximum)	\$1,750.00
Registered Agent Fee	35.00
Certified copy	52.50

Please form this Limited Partnership and return the certified copy to my office at the above captioned address. If you have any questions or need additional information, please call my office.

Very Truly Yours,


JAMES A. MOLANS

JAM/jm
encl.

FILED
02 MAY 15 AM 4:21
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

A02-729
QR

**CERTIFICATE OF LIMITED PARTNERSHIP OF
THE NEWCOMB FAMILY LIMITED PARTNERSHIP, LTD.,
a Florida limited partnership**

**The undersigned General Partner, desiring to for a limited partnership
pursuant to the Florida Revised Uniform Limited Partnership Act (F.S. 620)**

- 1. The name of the Partnership is THE NEWCOMB FAMILY LIMITED PARTNERSHIP, LTD.,**
- 2. The address of the office of the Partnership is 5909 Turin Street, Coral Gables, Florida 33134.**
- 3. The name and address of the agent for service of process on the Partnership is JAMES A. MOLANS, 5901 S.W. 74th Street Suite 400, South Miami, Florida 33143.**
- 4. The name and business address of the sole general partner is FRED W. NEWCOMB, 5909 Turin Street, Coral Gables, Florida 33134.**
- 5. The mailing address of the Partnership is 5909 Turin Street, Coral Gables, Florida 33134**
- 6. The latest date upon which the Partnership shall dissolve is December 31, 2099.**
- 7. The right of either General Partner or Limited Partner to continue the business on the death, retirement or insanity of a General Partner is as follows:**

A majority of surviving Partners may elect a new general partner who shall continue the business until such time as all assets on hand as of the date of death of the deceased Partner have been liquidated and the proceeds of the liquidation divided.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

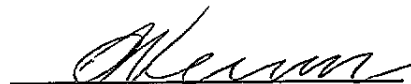
02 MAY 15 AM 4:21

FILED

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 had been executed on behalf of the sole General Partner of THE NEWCOMB FAMILY LIMITED PARTNERSHIP, LTD., this 13 day of May 2002.

GENERAL PARTNER:



Name: Fred W. Newcomb
Title: General Partner

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared FRED W. NEWCOMB, General Partner, the sole general partner of THE NEWCOMB FAMILY LIMITED PARTNERSHIP, LTD., (the "Partnership"), who, upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, ONE MILLION NINE HUNDRED TWELVE THOUSAND ONE HUNDRED FORTY EIGHT AND 00/100 Dollars (\$1,912,148.00).
2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

02 MAY 15 AM 4:21
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

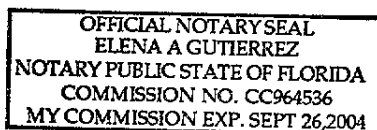
Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.


FRED W. NEWCOMB
General Partner

Date: May 13, 2002

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 FRED W. NEWCOMB, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as the, sole General Partner of THE NEWCOMB FAMILY LIMITED PARTNERSHIP, LTD.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this 13th day of May, 2002.




NOTARY PUBLIC
State of Florida

(Seal)

My Commission Expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for THE NEWCOMB FAMILY LIMITED PARTNERSHIP, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:


Name: JAMES A. MOLANS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAY 15 AM 4:21

FILED