



A02000000746

ACCOUNT NO. : 072100000032

REFERENCE : 595996 5127346

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
02 MAY 24 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 24, 2002

ORDER TIME : 1:15 PM

ORDER NO. : 595996-005

CUSTOMER NO: 5127346

CUSTOMER: Rita M. Burdo, Legal Asst
Sonnenschein Nath & Rosenthals

Suite 1102
777 South Flagler Drive
West Palm Beach, FL 33401

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-05/24/02--01060--009
***1750.00 ***1750.00

000005610680--0
-05/24/02--01060--008
*****35.00 *****35.00

BK

DOMESTIC FILING

NAME: CASS INVESTMENTS LIMITED
PARTNERSHIP

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS:.

File First

RECEIVED
02 MAY 24 PM 2:08
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP OF
CASS INVESTMENTS LIMITED PARTNERSHIP,
A FLORIDA LIMITED PARTNERSHIP**

The undersigned general partner of CASS INVESTMENTS LIMITED PARTNERSHIP (the "General Partner") desires to form a partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

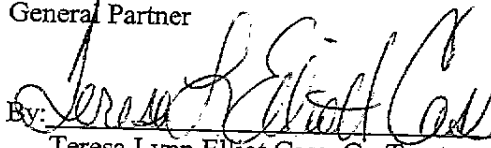
1. The name of the Partnership is CASS INVESTMENTS LIMITED PARTNERSHIP.
2. The address of the office of the Partnership is 8413 Egret Meadow Lane, West Palm Beach, Florida 33412.
3. The name and address of the agent for service of process of the Partnership is RONALD A. CASS, 8413 Egret Meadow Lane, West Palm Beach, Florida 33412.
4. The name and business address of the General Partner is Teresa Lynn Elliot Cass and Leonard J. Cass, as Co-Trustees of the TC Trust u/t/a dated December 13, 1997, 8413 Egret Meadow Lane, West Palm Beach, Florida 33412.
5. The mailing address of the Partnership is 8413 Egret Meadow Lane, West Palm Beach, Florida 33412.
6. The latest date upon which the Partnership shall dissolve is no later than December 31, 2075, unless the Partners agree to extend the term.
7. This Certificate shall be effective upon the filing of this Certificate with the State of Florida, Department of State.

This Certificate is duly executed and is being filed in accordance with section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986).

Under penalties of perjury, we declare that we have read the foregoing Certificate of Limited Partnership of CASS INVESTMENTS LIMITED PARTNERSHIP and know the contents thereof and that the facts stated herein are true and correct.

SIGNED this 23rd day of May, 2002.


THE TC TRUST u/t/a dated December 13, 1997,
General Partner

By: 
Teresa Lynn Elliot Cass, Co-Trustee

Under penalties of perjury, we declare that we have read the foregoing Certificate of Limited Partnership of CASS INVESTMENTS LIMITED PARTNERSHIP and know the contents thereof and that the facts stated herein are true and correct.

SIGNED this 23rd day of May, 2002.

THE TC TRUST u/t/a dated December 13, 1997,
General Partner

By: 
Leonard J. Cass, Co-Trustee

FILED
MAY 24 PM 3:31
CLERK OF THE COURT
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTION

We, TERESA LYNN ELLIOT CASS and LEONARD J. CASS, as Co-Trustees of THE TC TRUST u/t/a dated December 13, 1997, which trust is the General Partner of CASS INVESTMENTS LIMITED PARTNERSHIP, a Florida limited partnership, hereinafter referred to as the "Partnership," being duly sworn, certify as follows:

1. The amount of capital contributions to the Partnership made to date by its Limited Partners is \$0.00. The total anticipated capital contributions of the Limited Partners at this time is \$11,132,807.

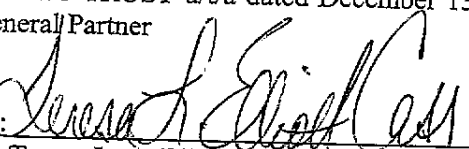
FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, we declare that we have read the foregoing Affidavit of Capital Contributions of CASS INVESTMENTS LIMITED PARTNERSHIP and know the contents thereof and that the facts stated herein are true and correct.

SIGNED this 23rd day of May, 2002.

THE TC TRUST u/t/a dated December 13, 1997,
General Partner

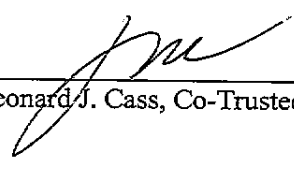
By:


Teresa Lynn Elliot Cass, Co-Trustee

Under penalties of perjury, we declare that we have read the foregoing Affidavit of Capital Contributions of CASS INVESTMENTS LIMITED PARTNERSHIP and know the contents thereof and that the facts stated herein are true and correct.

SIGNED this 23rd day of May, 2002.

THE TC TRUST u/t/a dated December 13, 1997,
General Partner

By: 
Leonard J. Cass, Co-Trustee

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for CASS INVESTMENTS LIMITED PARTNERSHIP, a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of the registered agent.

SIGNED this 23rd day of May, 2002.



RONALD A. CASS, Registered Agent

Cass.Cass Investments Limited Partnership.CLP.wpd

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TALLAHASSEE, FLORIDA