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Division of Corporations

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NO. 296 0001
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FLORIDA LIMITED PARTNERSHIP

L. COLEN, L.P.

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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 27, 2002

GREENBERG TRAURIG

SUBJECT: L. COLEN, L.P.
REF: W02000028116

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

You must add a limited partnership suffix to the name, such as LTD., LIMITED, or LIMITED PARTNERSHIP.

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the ^{was} appropriate instructions and/or forms for your convenience. *electronically filed*

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

Received 09-27-02 03:14pm

From-Department of State

To-greenberg traurig wp Page 001

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
L. COLEN, LTD.**

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), and Section 620.108 of the Florida Statutes, the undersigned, being the sole General Partner of L. COLEN, LTD., hereby duly executes and files with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is L. COLEN, LTD.. (the "Limited Partnership").
2. The business address and the mailing address of the Limited Partnership is c/o On Top of the World, Inc., 2291 World Parkway Boulevard West, Clearwater, Florida 33763.
3. The name of the registered agent for service of process required by Section 620.105 of the Florida Statutes is:

SIDNEY COLEN

4. The Florida street address for the registered agent is:

c/o On Top of the World, Inc.
2291 World Parkway Boulevard West
Clearwater, Florida 33763

5. Acceptance of Appointment of Registered Agent:

Having been named the statutory registered agent of L. COLEN, LTD., at the place designated in this Certificate of Limited Partnership of L. COLEN, LTD., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by Section 620.192 of the Florida Statutes and I agree to comply with the provisions of Florida law relative to keeping the registered office open.


SIDNEY COLEN

Dated: 9/26/02 2002.

6. The name and business address of the sole general partner is as follows:

COLEN CLEARWATER CORP., INC.
c/o On Top of the World, Inc.
2291 World Parkway Boulevard West
Clearwater, Florida 33763

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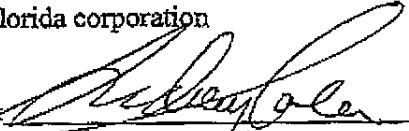
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7. The latest date upon which the limited partnership is to dissolve is December 31, 2051.

Under penalty 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.

IN WITNESS WHEREOF, the sole General Partner has executed the foregoing Certificate of Limited Partnership on the 26 day of Sept, 2002 in accordance with Section 620.114 of the Florida Statutes.

COLEN CLEARWATER CORP., INC.,
a Florida corporation

By 
Sidney Colen, President

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AFFIDAVIT

THE UNDERSIGNED, constituting the sole general partner of L. COLEN, LTD., a Florida Limited Partnership, hereby certifies as follows:

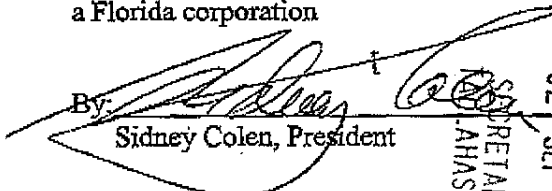
1. The amount of capital contributions to date of the limited partners is: \$0-.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,500,000.00.

FURTHER AFFIANT SAYETH NOT.

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.

Signed this 24 day of Sept, 2002.

COLEN CLEARWATER CORP., INC.,
a Florida corporation

By: 

Sidney Colen, President

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