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602A 00056059

October 3, 2002

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***1875.00 ***1875.00

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

VIA: FEDERAL EX

Re: The Madeira Family Limited Partnership

Dear Sir / Madam:

FILED
02 OCT -4 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed please find the original and one (1) copy of the following documents for filing:

- 1) Certificate of Limited Partnership of The Madeira Family Limited Partnership, a Florida limited partnership;
- 2) Acceptance of Appointment as Registered Agent;
- 3) Affidavit of Capital Contribution;
- 4) Check in the amount of \$1,875.00, representing the filing fee for the certificate of the limited partnership and the resident agent designation.

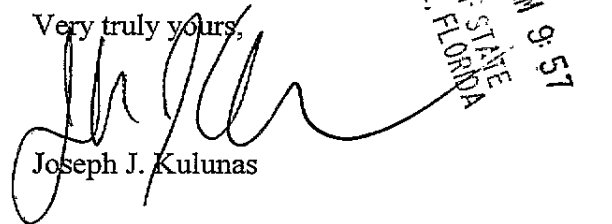
I would appreciate your stamping the enclosed copies as filed, and thereafter, returning same in the self-addressed overnight envelope enclosed for your convenience.

hjn

Florida Secretary of State
Division of Corporations
Page - 2 -
October 3, 2002

Please give us a call if you have any questions.

Very truly yours,


Joseph J. Kulunas

JJK/cbr

Enclosures

cc: Lewis N. Madeira
Neal W. Knight, Jr., Esq.

FILED
OCT -4 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP OF
THE MADEIRA FAMILY LIMITED PARTNERSHIP,
A FLORIDA LIMITED PARTNERSHIP**

The undersigned general partner of THE MADEIRA FAMILY 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:

1. The name of the Partnership is THE MADEIRA FAMILY LIMITED PARTNERSHIP.
2. The address of the office of the Partnership is 18 Riverview Road, Hobe Sound Florida 33455.
3. The name and address of the agent for service of process of the Partnership is L.N.M. MANAGEMENT, INC., LEWIS N. MADEIRA, President, 18 Riverview Road, Hobe Sound, Florida 33455.
4. The name and business address of the General Partner is L.N.M. MANAGEMENT, INC, LEWIS N. MADEIRA, President, 18 Riverview Road, Hobe Sound, Florida 33455.
5. The mailing address of the Partnership is 18 Riverview Road, Hobe Sound, Florida 33455.
6. The latest date upon which the Partnership shall dissolve is no later than December 31, 2052, 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).

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 has been executed by the General Partner of THE MADEIRA FAMILY LIMITED PARTNERSHIP this 1 day of October, 2002.

L.N.M. MANAGEMENT, INC.

By:

Lewis N. Madeira
LEWIS N. MADEIRA, President

02 OCT -4
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10:57 AM

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for THE LEWIS N. MADEIRA FAMILY 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.

Lewis N. Madeira

LEWIS N. MADEIRA, President of

L.N.M. MANAGEMENT, INC.

FILED
OCT -4 AM 9:57
STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF Vermont)
COUNTY OF Bennington)

I, LEWIS N. MADEIRA, as President of L.N.M. MANAGEMENT, INC. which corporation is the General Partner of THE LEWIS N. MADEIRA FAMILY LIMITED PARTNERSHIP, a Florida limited partnership, hereinafter referred to as the "Partnership," being duly sworn, certifies as follows:

1. The amount of capital contributions to the Partnership made to date by its Limited Partners is zero. The total amount of capital anticipated to be contributed by the Limited Partners to the Partnership at this time totals \$28,928,482.45

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

Dated: 10/11, 2002.

GENERAL PARTNER:

L.N.M. MANAGEMENT, INC.

By:

Lewis N. Madeira
LEWIS N. MADEIRA, President

FILED
02 OCT -4 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 LEWIS N. MADEIRA in his capacity as President of L.N.M. MANAGEMENT, INC., the General Partner of THE LEWIS N. MADEIRA FAMILY LIMITED PARTNERSHIP known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contribution, and he acknowledged to me and before me that he executed this Affidavit freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state aforesaid this 1 day of October, 2002.

[SEAL]

Patricia K. Foley
Notary Public

State of Vermont

PATRICIA K. FOLEY, Notary Public
My Commission Expires 01/01/03

Typed or Printed Name of Notary