Division of Corporation... Page ... of ...

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Account Number : I20000000051
Phone : (305)530-9400
Fax Number : (305)530-9409

FLORIDA LIMITED PARTNERSHIP

PONTE FAMILY LIMITED PARTNERSHIP

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	$1,846.25

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
PONTE FAMILY LIMITED PARTNERSHIP

This Certificate of Limited Partnership dated March 31, 2003, has been duly executed and is filed pursuant to section 620.108 of the Florida Revised Uniform Limited Partnership Act (the "Act") to form a limited partnership under the Act.

1. Name. The name of the limited partnership is PONTE FAMILY LIMITED PARTNERSHIP.

2. Registered Office; Registered Agent. The name of the registered agent for service of process on the limited partnership and the address of the registered office of the limited partnership required to be maintained by section 620.105 of the Act is:

LAMONT & NEIMAN, P.A.
2 South Biscayne Boulevard
Suite 3550
Miami, Florida 33131
Miami-Dade County

3. Principal Office. The street address of the principal office in the United States where records are to be kept or made available under Section 620.106 of the Act and the partnership's mailing address is:

1855 South Ocean Boulevard
Unit 8
Delray Beach, Florida 33483

4. General Partner. The name, mailing address, and business address of the business of the general partner are:

P03-33997

Ponte Management, Inc.
1855 South Ocean Boulevard
Unit 8
Delray Beach, Florida 33483

5. Term. The latest date upon which the limited partnership is to dissolve is December 31, 2040.

EXECUTED on the date written first above.

PONTE MANAGEMENT, INC.

By: _____
Paul M. Ponte, President

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TALLAHASSEE FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting all of the General Partners of PONTE FAMILY LIMITED PARTNERSHIP, a Florida Limited Partnership, certify the amount of capital contribution to date of the Limited Partners is $-0-.

The total amount contributed and anticipated to be contributed by the Limited Partners at this time totals $5,000,000.00.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, we declare that we have read the foregoing and know the contents thereof and that the facts stated herein are true and correct

GENERAL PARTNER

PONTE MANAGEMENT, INC.

By: ______________________
Paul M. Ponte, President

Attest: ______________________
Paul M. Ponte, Secretary

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CONSENT TO SERVE AS REGISTERED AGENT FOR PONTE FAMILY LIMITED PARTNERSHIP

Having been named in the State of Florida as registered agent and to accept service of process for the above stated Limited Partnership, we hereby accept the appointment as registered agent and agree to act in this capacity. We further agree to comply with the provisions of all statutes relative to the proper and complete performance of our duties, and we are familiar with and accept the obligation of our position as registered agent.

Dated: March 31, 2003

LAMONT & NEIMAN, P.A.

By: ______________________
Jan S. Neiman, Secretary