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FLORIDA LIMITED PARTNERSHIP

1975 E. Sunrise Assoc., Ltd.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$1,785.00

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF**

1975 E. SUNRISE ASSOC., LTD.

a Florida Limited Partnership

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership law, hereby states the following:

1. The name of the partnership is 1975 E. SUNRISE ASSOC., LTD.
2. The principal address and the mailing address of the office of the partnership is 200 Church Street, Burlington, VT 05401.
3. The name and address of the agent for service of process on the partnership is William S. Kramer, c/o Abrams Anton P.A., 2255 Glades Road, Suite 411-E, Boca Raton, FL 33431.
4. The name and business address of the General Partner and the mailing address of the partnership are DSN HOLDINGS, INC., a Florida corporation, 200 Church Street, Burlington, VT 05401. PO4-96679
5. The latest date upon which the partnership shall dissolve is December 31, 2054.
6. No Limited Partner shall be entitled to withdraw or demand the return of any part of its capital contribution except upon dissolution of the partnership.

7. All annual net profits of the partnership shall be divided among the partners in the same proportions as the partners' then capital accounts unless retained for partnership investments and business activities.
8. There is no priority of any one (1) Limited Partner over another with respect to the contributions or compensation by way of income.
9. A Limited Partner may not demand property other than cash in return for its contributions.

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 1975 E. Sunrise Assoc., Ltd. this 24 day of

June, 2004.

Witnesses:

Mays Glencorle

GENERAL PARTNER(S):

DSN HOLDINGS, INC.

By: David S. Novoseller
David S. Novoseller, President

Having been named as registered agent for 1975 E. SUNRISE ASSOC. LTD., 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 registered agent.

REGISTERED AGENT:

William S. Kramer
WILLIAM S. KRAMER

AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FL }
COUNTY OF Palm Beach } SS:

BEFORE ME, the undersigned, personally appeared DAVID NOVOSELLER, President of DSN Holdings, Inc., a Florida corporation, the General Partner of 1975 E. SUNRISE ASSOC., LTD., a Florida limited partnership, who, upon being duly sworn, certifies as follows:

The amount of capital contributions to the partnership made by all of the Limited Partners is as follows:

\$2,118,000

The amount of additional capital contribution anticipated to be contributed by each Limited Partner is as follows:

-0-

FURTHER, AFFIANT SAYETH NAUGHT.

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.

GENERAL PARTNER(s):


DSN HOLDINGS, INC.

By: David S. Novoseller
David S. NovoSeller, President

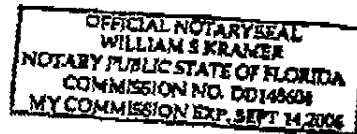
FILED
JUN 25 2004
CLERK OF COURT
PALM BEACH COUNTY
FLORIDA

11:57 AM

The foregoing Affidavit was subscribed and acknowledged before me by
DAVID S. NOVOSELLER as President of DSN HOLDINGS, INC., General Partners of
1975 SUNRISE ASSOC., LTD., a Florida limited partnership on behalf of the corporation
and limited partnership. He is personally known to me or who has produced
U.S. Passport as identification, on this 24 day of June,
2004.


Notary Public, State of Florida

My Commission Expires:



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