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(Business Entity Name)

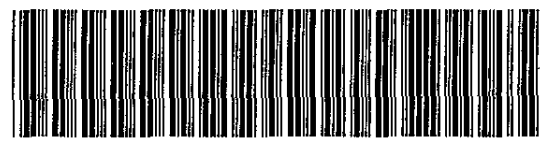
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05 MAR 25 PM 12:29
TALLAHASSEE, FLORIDA

T. Brumbley MAR 28 2005

LARRY LEGEL, TRUSTEE

*800 W. CYPRESS CREEK ROAD
CYPRESS CREEK TOWER
SUITE 470
FORT LAUDERADLE, FL 33309*

*(954) 493-8900 Office
(954) 493-8300 Fax*

e-mail: Legelcpa@bellsouth.net

February 25, 2005

Secretary of State
Division of Corporations
P.O. Box 6237
Tallahassee, FL 32314

To Whom It May Concern:

Enclosed please find herewith Certificate of Limited Partnership and Affidavit of Capital Contributions for Florida Limited Partnership to be filed for MATTHEWS FAMILY, LTD.

Please accept our check for \$87.50 for recording fees.

Thank you for your assistance.

Sunshine,



Larry Legel, Trustee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 7, 2005

LARRY LEGEL
800 W. CYPRESS CREEK RD, STE 470
CYPRESS CREEK TOWER
FT LAUDERDALE, FL 33309

SUBJECT: MATTHEWS FAMILY, LTD.
Ref. Number: W05000011705

We have received your document for MATTHEWS FAMILY, LTD. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 305A00015577

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

MCAP
MATTHEWS FAMILY, LTD.

1. _____
(Name of Limited Partnership, must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")

9897 N. Springs Way, Coral Springs, FL 33076

2. _____
(Business address of Limited Partnership)

LARRY LEGEL

3. _____
(Name of Registered Agent for Service of Process)

800 W. Cypress Creek Road, Suite 470, Fort Lauderdale, FL 33309

4. _____
(Florida street address for Registered Agent)

Larry Legel

5. _____
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)

9897 N. Springs Way, Coral Springs, FL 33076

6. _____
(Mailing Address of the Limited Partnership)

7. The latest year upon which the Limited Partnership is to be dissolved is: 2055

8. Name(s) of general partner(s): _____ Street address: _____

ROBERT R. MATTHEWS

9897 N. Springs Way
Coral Springs, FL 33076

MARY K. MATTHEWS

9897 N. Springs Way
Coral Springs, FL 33076

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.

Signed this 25th day of FEBRUARY, 2005.

Signature of all general partners:

Robert R. Matthews
Robert R. MATTHEWS, General Partner

Mary K. Matthews
Mary K. MATTHEWS, General Partner

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of _____

MATTHEWS FAMILY, LTD.

a Florida Limited Partnership, certify:

The amount of capital contributions 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 \$ 0.

Signed this 25th day of FEBRUARY, 2005.

FURTHER AFFIANT SAYETH NOT.

Under the 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.

Robert R. Matthews
Robert R. Matthews, General Partner

Mary K. Matthews
Mary K. Matthews, General Partner

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TALLAHASSEE, FLORIDA