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WILLS, TRUSTS AND ESTATES

LEGAL ASSISTANTS

KATE A. WILLIAMS

CYNTHIA C. DEAMAN

WENDY M. MARIACALDO

February 27, 1995

SENT BY FEDERAL EXPRESS

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: El Optimo Limited Partnership

Gentlemen:

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03/01/95--01100--0005

***1750.00 ***1750.00

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03/01/95--01100--0005

*****35.00 *****35.00

I am enclosing the following documents relating to the establishment of a Florida Limited Partnership:

1. Certificate of El Optimo Limited Partnership signed by A. Consuelo S. Hagen, President, A.C.S. Hagen, Inc. General Partner and attached Affidavit re Capital Contributions.
2. Check in the amount of \$1,750 drawn on this firm's Trust Account, said amount constituting the maximum fee for establishing the Florida Limited Partnership.
3. Our firm's check in the amount of \$35, said amount constituting the Registered Agent Designation.

Please call me if you have any questions or if any additional information is necessary.

Sincerely,

David G. Armstrong
David G. Armstrong

DGA/gsk

Enclosures (3)

cc: A. Consuelo S. Hagen
Lynn S. Youse
Dan W. Ward

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CERTIFICATE OF EL OPTIMO LIMITED PARTNERSHIP

THIS CERTIFICATE is executed on 2/1/95, with respect to the Agreement of El Optimo Limited Partnership ("the partnership").

1. Name. The partnership's name is El Optimo Limited Partnership.

2. Registered Agent. The name and post office address of the partnership's registered agent is:

A.C.S. HAGEN, INC.
c/o Chapin, Armstrong & Ballerano
1201 George Bush Boulevard
Delray Beach, Florida 33483

A.C.S. Hagen, Inc. is a Florida corporation.

3. Specified Office. The mailing address for the limited partnership and the office at which the partnership's records are kept is:

A.C.S. Hagen, Inc.
c/o Chapin, Armstrong & Ballerano
1201 George Bush Boulevard
Delray Beach, Florida 33483

4. Partners. The name and post office address of the general partner is:

PROCEEDINGS
A.C.S. Hagen, Inc.
c/o Chapin, Armstrong & Ballerano
1201 George Bush Boulevard
Delray Beach, Florida 33483

5. Dissolution. The latest date on which the limited partnership is to be dissolved and its affairs wound up is December 31, 2020.

6. An Affidavit declaring the amounts of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners is attached as Schedule "A".

IN WITNESS WHEREOF, the undersigned sole general partner has caused this certificate to be signed and sealed on the day and year first above written.

A. Consuelo S. Hagen
A. CONSUELO S. HAGEN, President
A.C.S. Hagen, Inc.
General Partner

STATE OF FLORIDA

COUNTY OF PALM BEACH

On this 1st day of February, 1995, before me personally came A. CONSUELO S. HAGEN, President of A.C.S. Hagen, Inc. who is personally known to me, who did not take an oath, and who executed the foregoing document and she acknowledged to me that she executed the same for the purposes expressed therein.



GRACE S. KRIVOS
MY COMMISSION # CC190562 EXPIRES
September 13, 1998
BOWEN THRU TROY PAUL ASSURANCE, INC.

Grace S. Krivos
Notary Public

Grace S. Krivos
Type or Print Name

AFFIDAVIT RE CAPITAL CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF PALM BEACH

We, the undersigned hereby declare that the amount of capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners is as follows:

A. Consuelo S. Hagen
(limited partner) - 98.5%

394,000

Lynn S. Youse
(limited partner) - .5%

2,000

A. Consuelo S. Hagen
A. CONSUELO S. HAGEN

Lynn S. Youse
LYNN S. YOUSE

Sworn to and subscribed before me this 1st day of February, 1995, by A. CONSUELO S. HAGEN and LYNN S. YOUSE, who are personally known to me.



GRACE S. KRIVOS
MY COMMISSION # CC390562 EXPIRES
September 13, 1998
BONDED TRIPLOY FAIR INSURANCE, INC.

Grace S. Krivos
Notary Public

Grace S. Krivos

Type or Print Name

