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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EARL E. MAYER, JR.*
ERIC M. SAUERBERG, P.A.
P. TODD KENNEDY, P.A.

- * Federal Tax Counsel to the Firm
Admitted in Ohio Only, Practice Limited
to Matters of Federal Tax Law

June 2, 1995

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: O'Malley Family Limited Partnership

300001507643
-06/07/95--01086--002
***1785.00 ***1785.00

Dear Sir/Madam:

Enclosed please find one original and one copy of the Certificate of Limited Partnership and Affidavit of Capital Contributions for the above referenced limited partnership. Please file the original document and return the copy stamped with the date and time the document has been accepted for filing.

I have enclosed a self-addressed, stamped envelope for the return of the requested documents, along with our client's check in the amount of \$1,785 to cover the required filing fee.

Should you have any questions, please do not hesitate to contact me.

Sincerely,

MAYER & SAUERBERG


Eric M. Sauerberg

Name	
Availability	KWM
Document	
Examiner	KWM
Updater	KWM
Defender	
Verifier	KWM
cert-sps,ltr	KWM
W. P. Verifier	KWM

EMS:cr

Enclosures

kluczkowski\ltr

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O'MALLEY FAMILY LIMITED PARTNERSHIP
CERTIFICATE OF LIMITED PARTNERSHIP

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes, § 620.101-620.186, the undersigned Partners hereby make, acknowledge, and file this Certificate of Limited Partnership for O'Malley Family Limited Partnership, hereinafter referred to as the Partnership.

1. The name of the Partnership is O'Malley Family Limited Partnership.
2. The initial purpose of the Partnership is to own, hold, maintain, sell, exchange and otherwise invest in publicly traded securities, mutual funds, general or limited partnership interests, and other business entity interests; and conduct such other activities as may be necessary or incidental to the foregoing, all on the terms and conditions herein set forth; or otherwise conduct business reasonably incident thereto. The Partnership may, in the future, own, hold, build upon, maintain, sell, manage, operate, lease, exchange, or otherwise conduct business with respect to real property or personal property of any kind, and to purchase, sell, own, acquire an interest in property of any kind and description, whether real or personal property located within or without the State of Florida; dispose of, mortgage, refinance or otherwise encumber all or any part of the aforescribed property; and conduct such other activities as may be necessary or incidental to the foregoing, all on the terms and conditions herein set forth; or otherwise conduct business with respect thereto and do all things reasonable incident thereto. Without limiting the foregoing, the Partnership may do any act or accomplish any business or investment purpose as determined by the General Partners, without any limitation or restriction whatsoever, and may alter or amend the purpose of the Partnership consistent with the provisions of the Florida Revised Uniform Limited Partnership Act.
3. The principal place of business and mailing address of the Partnership shall be located at 1200 Thatch Palm Drive, Boca Raton, Florida 33432, or such other place as the General Partners may from time to time designate. The name and address of the Resident Agent is Marcella S. O'Malley, 1200 Thatch Palm Drive, Boca Raton, Florida 33432.
4. The name and address of each Partner is as follows:

GENERAL PARTNERS:

Marcella S. O'Malley, 1200 Thatch Palm Drive, Boca Raton, Florida 33432.

Marcella S. O'Malley and Comerica Bank, F.S.B., as Trustees under the Marcella S. O'Malley Irrevocable Trust Agreement, dated May __, 1995, 1800 Corporate Boulevard N.W., Suite 100, Boca Raton, Florida 33431.

LIMITED PARTNER:

Marcella S. O'Malley, 1200 Thatch Palm Drive, Boca Raton, Florida 33432.

5. The Partnership and the limitation of liability of the Limited Partners will commence upon filing of this Certificate of Limited Partnership. The Partnership and limitation of liability of the Limited Partners shall continue in accordance with the filing of this certificate of Limited Partnership until December 31, 2030, unless sooner terminated in accordance with the Agreement of Limited Partnership.
6. The General Partners have contributed the property listed on Schedule "A" to the capital of the Partnership. The Limited Partner has contributed the property listed on Schedule "A" to the capital of the Partnership.
7. The Limited Partner has no responsibility or liability for additional contributions to the capital of the Partnership.
8. The contribution of each partner is to be returned upon termination of the Partnership or in accordance with the Agreement of Limited Partnership.
9. Net profits and losses of the Partnership for any year shall be allocated to Partners in accordance with the Agreement of Limited Partnership.
10. A Limited Partner shall have the right to assign and transfer any or all of his Limited Partnership Interest in accordance with the Agreement of Limited Partnership.
11. No right is given to any Partner to admit additional Limited Partners except with the consent of the General Partner and in accordance with the Partnership Agreement.
12. In the event of the withdrawal, dissolution, assignment for the benefit of creditors, adjudication or bankruptcy, or insolvency, retirement, or insanity of a General Partner, the Partnership shall not dissolve, but shall continue in accordance with the terms of the Partnership Agreement.

IN WITNESS WHEREOF, the General and Limited Partners have hereunto set their hands and seals on this 3 day of May, 1995.

GENERAL PARTNERS: Marcella S. O'Malley

Marcella S. O'Malley
Marcella S. O'Malley

Marcella S. O'Malley and Comerica Bank, F.S.B., as Trustees
under The Marcella S. O'Malley Irrevocable Trust Agreement
dated May 3, 1995

Marcella S. O'Malley
Marcella S. O'Malley, as Trustee

COMERICA BANK, F.S.B., as Trustee

By: David W. Kelly
Its: VICE PRESIDENT

LIMITED PARTNER: Marcella S. O'Malley

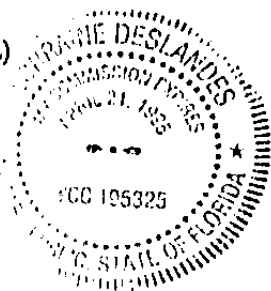
Marcella S. O'Malley
Marcella S. O'Malley

STATE OF Florida)
COUNTY OF Palm Beach)

ss.

On this 3rd day of May, 1995, before me personally came MARCELLA S. O'MALLEY, individually and as Trustee, who () is personally known to me/(X) has produced Driver's License, as identification and who () did/() did not take an oath, who being by me duly sworn, did say that the same was executed as the free act and deed of said person in such capacities.

(SEAL)



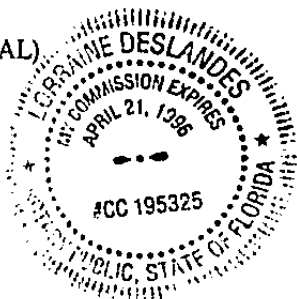
Lorraine Deslandes
Notary Public
Palm Beach County,
My commission expires: 4/21/96
Series Number: CC 195325

STATE OF Florida)
COUNTY OF Palm Beach)

ss.

On this 3rd day of May, 1995, before me, a Notary Public in and for said County, personally appeared David W. Keller who (X) is personally known to me/() has produced _____, as identification and who () did/() did not take an oath, on behalf of COMERICA BANK, F.S.B., who being by me duly sworn, did say the within instrument was executed on behalf of the corporation.

(SEAL)



Lorraine Deslandes
Notary Public
Palm Beach County,
My commission expires: 4/21/96
Series Number: CC 195325

SCHEDULE "A"

AFFIDAVIT

GENERAL PARTNERS

VALUE OF CAPITAL

\$

LIMITED PARTNER

\$

The undersigned, being duly sworn, deposes and state that the foregoing statement of capital contributions to the _____ is true and correct.

GENERAL PARTNERS

LIMITED PARTNER

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting the general partners of O'MALLEY FAMILY LIMITED PARTNERSHIP, a Florida limited partnership, certify as follows:

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 \$8,000,000.

This 1 day of June, 1995.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury we declare that we have read the foregoing and that the facts alleged are true, to the best of our knowledge and belief.

GENERAL PARTNERS:

Marcella S. O'Malley
MARCELLA S. O'MALLEY

MARCELLA S. O'MALLEY and COMERICA BANK,
F.S.B., as Trustees under the
MARCELLA S. O'MALLEY Irrevocable Trust
Agreement dated May 3, 1995

Marcella S. O'Malley as Trustee
MARCELLA S. O'MALLEY, as Trustee

COMERICA BANK, F.S.B., as Trustee

By: David W. Kelly
Its: VICE PRESIDENT

O'MALLEY FAMILY LIMITED PARTNERSHIP
CERTIFICATE OF CANCELLATION OF LIMITED PARTNERSHIP.

Pursuant to Florida statutes section 620.113, the undersigned, being all of the General Partners of the O'Malley Family Limited Partnership ("Partnership"), do hereby make, acknowledge and file this Certificate of Cancellation of Limited Partnership for the Partnership.

1. The name of the Partnership is O'Malley Family Limited Partnership.
2. The date of filing of the Certificate of Limited Partnership for the Partnership was June 6, 1995. The document number of the Partnership is A95000000870.
3. The reason for filing the Certificate of Cancellation is that no contributions have ever been made to the Partnership and the partners of the Partnership have indicated that they do not intend to make any contributions to the Partnership.
4. This Certificate of Cancellation shall be effective upon filing.

IN WITNESS WHEREOF, the General Partners have hereunto set their hands and seals on this 19 day of December, 1995.

GENERAL PARTNERS:

Marcella S. O'Malley
Marcella S. O'Malley

Marcella S. O'Malley and Comerica Bank, F.S.B.,
as Trustees under the Marcella S. O'Malley
Irrevocable Trust Agreement dated May 3, 1995

Marcella S. O'Malley
Marcella S. O'Malley, as Trustee

Comerica Bank, F.S.B., as Trustee

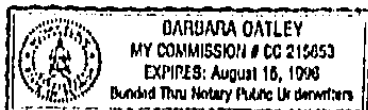
By Daniel W. Kelly
Its VICE PRESIDENT

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STATE OF FLORIDA

STATE OF FLORIDA)
COUNTY OF Palm Beach) ss.

On this 19th day of DECEMBER, 1995, before me personally came MARCELLA S. O'MALLEY, individually and as Trustee, who (☒) is personally known to me/() has-produced _____, as identification and who () did/(☒) did not take an oath, who being by me duly sworn, did say that the same was executed as the free act and deed of said person in such capacities.

(SEAL)

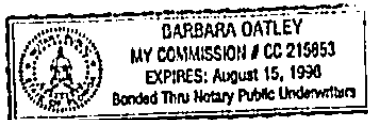


Barbara Oatley
Notary Public
Palm Beach County, FLORIDA
My commission expires: _____
Series Number: _____

STATE OF FLORIDA)
COUNTY OF Palm Beach) ss.

On this 19th day of DECEMBER, 1995, before me, a Notary Public in and for said County, personally appeared DAVID D. KELLER who (☒) is personally known to me/() has-produced _____, as identification and who () did/(☒) did not take an oath, on behalf of COMERICA BANK, F.S.B., who being by me duly sworn, did say the within instrument was executed on behalf of the corporation.

(SEAL)



Barbara Oatley
Notary Public
Palm Beach County, FLORIDA
My commission expires: _____
Series Number: _____