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TALLAHASSEE, FL 32301
904-222-0111
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800-342-8086

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DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 857507 81750A

AUTHORIZATION : *Patricia Pignato*

COST LIMIT : \$ 1,037.50

ORDER DATE : February 23, 1996

ORDER TIME : 11:23 AM

ORDER NO. : 857507

[Handwritten signature]

CUSTOMER NO: 81750A

300001728268

CUSTOMER: Christine Scalamandre, L.a
DIVOSTA & COMPANY

4500 Pga Boulevard

Palm Bch Garden, FL 33410

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 MAR -1 PM 1:29

DOMESTIC FILING

NAME: D AND S HOLDING COMPANY, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JENNIFER MORAN

EXAMINER'S INITIALS:

3/1/96

BK

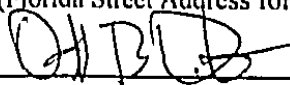
[Handwritten signature]

CERTIFICATE OF LIMITED PARTNERSHIP

OF

D AND S OF SOUTH FLORIDA HOLDINGS, LTD.

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1. D AND S OF SOUTH FLORIDA HOLDINGS, LTD.
(Name of Limited Partnership; must contain suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 4500 PGA Boulevard, Suite 400, Palm Beach Gardens, Florida 33418
(The Business Address of the Limited Partnership)
3. DIVOSTA LAND COMPANY
(Name of Registered Agent for Service of Process)
4. 4500 PGA Boulevard, Suite 400, Palm Beach Gardens, Florida 33418
(Florida Street Address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for service of Process)
6. 4500 PGA Boulevard, Suite 400, Palm Beach Gardens, Florida 33418
(The Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is January 1, 2045.
8.

<u>NAME OF GENERAL PARTNER(S)</u>	<u>SPECIFIC ADDRESS</u>
DIVOSTA LAND COMPANY	4500 PGA Boulevard
	Suite 400
	Palm Beach Gardens, Florida 33418

L54776

Signed this 29th day of February, 1996.

Signature of the Sole General Partner:

DIVOSTA LAND COMPANY,
a Florida corporation

By: 
OTTO E. DIVOSTA, President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting the General Partner of D AND S OF SOUTH FLORIDA HOLDINGS, LTD., a Florida corporation, certify as follows:

The amount of capital contributions to date of the limited partners is \$2,391,909.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 2,391,909.00.

This 29th day of February, 1996.

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 PARTNER:

DIVOSTA LAND COMPANY,
a Florida corporation

By: 
OTTO B. DIVOSTA, President

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