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TALLAHASSEE, FL 32301

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PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

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SECRETARY OF CORPORATIONS
96 MAR 15 PM 2:10

ACCOUNT NO. : 072100000032

REFERENCE : 883015 4806726

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 15, 1996

ORDER TIME : 9:33 AM

ORDER NO. : 883015

CUSTOMER NO: 4806726

CUSTOMER: Mr. David Pratt
JONES FOSTER JOHNSTON & STUBBS

Suite 1100
505 S. Flagler Drive
West Palm Beach, FL 33401

C. TAX _____
FILING _____
R. AGENT FEE _____
C. COPY _____
TOTAL _____
N. BANK _____
BALANCE DUE _____
REFUND _____

DOMESTIC FILING

NAME: STERN HOLDINGS, LTD.

EFFECTIVE DATE:

XX 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: Daniel W Leggett

EXAMINER'S INITIALS:

400001755214
-03/22/96-01117-005
****206.50 ****206.50

3/15/96

B/L

9964WV11824


CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, in order to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Sections 620.101, et seq. of the Florida Statutes, do hereby certify:

1. The name of the limited partnership is Stern Holdings, Ltd.;
2. The address of the office of the partnership is 5698 St. Anne's Way, Boca Raton, FL 33496;
3. The name of the agent for service of process is Howard Stern, President, BJCR Company, whose address is 5698 St. Anne's Way, Boca Raton, FL 33496;
4. The name of the general partner is BJCR Company, ^{PA 6000023831} whose business address is 5698 St. Anne's Way, Boca Raton, FL 33496;
5. The mailing address for the limited partnership is 5698 St. Anne's Way, Boca Raton, FL 33496;
6. The latest date upon which the limited partnership is to dissolve is thirty-five (35) years from the filing of this Certificate;
7. This certificate is effective upon filing.


The undersigned affirms under penalties of perjury that the facts stated herein

are true.



Howard Stern, President, BJCR Company

The undersigned hereby accepts his appointment as agent for service of process.



Howard Stern, President, BJCR Company

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AFFIDAVIT

The undersigned, Howard Stern, President, BJCR Company, the general partner of Stern Holdings, Ltd., being duly sworn, does hereby depose and say:

1. I am over the age of eighteen (18) years and believe in the obligation of an oath.
2. The limited partners anticipate contributing property to the partnership having a fair market value of Seventeen Thousand Dollars (\$17,000.00). No further contributions by the limited partners are anticipated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 14th day of March, 1996.

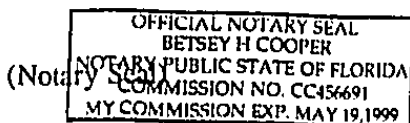


Howard Stern, President, BJCR Company

STATE OF FLORIDA

COUNTY OF Broward

The foregoing instrument was sworn to, subscribed and acknowledged before me this 14 day of March, 1996 by Howard Stern, as President of BJCR Company, who is personally known to me.




Notary Public

PrintName BETSEY H. COOPER

My commission expires: May 19, 1999

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