

A9600000793
Donna Szczebak O'Neil, P.A.

301 East Commercial Boulevard, Fort Lauderdale, FL 33334
Telephone [954] 776-0887
Fax [954] 776-0986

April 8, 1996

State of Florida, Secretary of State
Division of Limited Partnerships
409 E. Gaines Street
Tallahassee, FL 32399

RE: POUNEIL, LTD.

Dear Sir:

Enclosed please find two original copies of the Certificate of Limited Partnership for POUNEIL, LTD. Please file one copy and certify the second, after which kindly forward it to the above office.

Also enclosed is my check number 6241 in the amount of \$122.50 made payable to the Secretary of State for the purpose of filing the enclosed Certificate of Limited Partnership.

Very truly yours,

DONNA SZCZEBAK O'NEIL, P.A.

BY: DONNA SZCZEBAK O'NEIL, ESQ.

DSO/dg
Encls.

lf1

FILED
96 APR 25 PM 3:11
TALLAHASSEE, FLORIDA

200001775482
-04/10/96--01058--001
****122.50 ****122.50

2000018111852
-04/10/96--01058--001
****17.50 ****17.50

CERTIFICATE OF LIMITED PARTNERSHIP OF POUNEIL, LTD.

This Limited Partnership Agreement made this 8 day of April, 1996, between EPDO, INC., a Florida corporation, ("General Partner") and DR. EVANGELOS POULOS and DONNA O'NEIL, ESQ., ("Limited Partners"):

WITNESSETH:

ARTICLE I - FORMATION OF PARTNERSHIP

The parties agree to enter into this partnership to be formed under §620, Florida Statutes, which shall govern the rights and liabilities of the parties except as expressed below.

ARTICLE II- NAME, PRINCIPAL OFFICE, MAILING ADDRESS AND TERM

The business of the partnership shall be conducted under the name of POUNEIL, LTD. The principal office and the address of the General Partner and Registered Agent for service of process shall be 301 East Commercial Boulevard, Ft. Lauderdale, FL 33334. The mailing address is 301 East Commercial Boulevard, Ft. Lauderdale, FL 33334. The term this Limited Partnership is to exist is one (1) year from the date of execution, unless sooner terminated under provisions of this Agreement. There shall be an automatic one (1) year renewal after the expiration of the first year unless other agreement is made by the partners in writing.

ARTICLE III - NATURE OF BUSINESS

1. To purchase, lease, or otherwise acquire, sell, sublease or otherwise dispose of properties of every kind and nature, to operate a business in or expand any properties acquired, to manage businesses located on properties not owned by the Partnership, and generally to engage in the business of dealing in investment properties.

2. To conduct business, hold, mortgage, sell convey, lease or otherwise dispose of real or personal property including franchises,

patents, copyrights, trademarks and licenses of the State of Florida, and in all other states and countries.

3. To contract debts and borrow money, issue, sell or place bonds, debentures, notes and other evidences of debt, and execute mortgages, transfers of Partnership property, or other instruments to secure the payment of Partnership indebtedness.

4. To purchase the assets of any other person, firm, or corporation and engage in the same or other character of business.

5. To enter into, make and perform contracts for any lawful purpose pertaining to the business of the partnership without limit as to amount, with any person, firm, syndicate, association, corporation, or governmental entity, domestic or foreign.

6. To exercise all the powers of like partnerships confirmed by the laws of the State of Florida. The purposes listed above shall not limit or restrict this Partnership.


**ARTICLE IV - NAME, ADDRESS, AND
CONTRIBUTION OF GENERAL PARTNER**

The name and address of the General Partner is:

EPDO, INC
301 East Commercial Boulevard
Ft. Lauderdale, FL 33334

IN WITNESS WHEREOF, we, and each of us, have signed this Certificate this 4 day of April, 1996.

EPDO, INC., General Partner


BY: DONNA O'NEIL, ESQ., PRESIDENT

BEFORE ME, the undersigned authority, personally appeared DONNA O'NEIL, ESQ., PRESIDENT of EPDO, INC., known to me to be the person named as General Partner and who executed the foregoing Certificate of

Limited Partnership and she acknowledged before me that she executed the same for the purposes therein set forth.

IN WITNESS WHEREFORE, I have set my hand and seal, this 17th day of April, 1996.

My commission expires:



[Signature]
Notary Public,
State of Florida at Large
Dr. Evangelos Poulos
DR. EVANGELOS POULOS, Limited
Partner

[Signature]
DONNA O'NEIL, ESQ., Limited Partner

BEFORE ME, the undersigned authority, personally appeared DR. EVANGELOS POULOS, known to me to be the person named as Limited Partner and who executed the foregoing Certificate of Limited Partnership and he acknowledged before me that he executed the same for the purposes therein set forth.

IN WITNESS WHEREFORE, I have set my hand and seal, this 8 day of April, 1996.

My commission expires



DONNA O'NEIL
My Commission CC334443
Expires Dec. 06, 1997
Bonds by HAI
800-422-1555

[Signature]
Notary Public,
State of Florida at Large

BEFORE ME, the undersigned authority, personally appeared DONNA O'NEIL, ESQ., known to me to be the person named as Limited Partner and who executed the foregoing Certificate of Limited Partnership and she acknowledged before me that she executed the same for the purposes therein set forth.

IN WITNESS WHEREFORE, I have set my hand and seal, this 4th day of April, 1996.

My commission expires



[Signature]
Notary Public,
State of Florida at Large

CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE
OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 620.105, Florida Statutes,
the following is submitted:

FIRST: That POUNEIL, LTD., desiring to organize or qualify as a
limited partnership under the laws of the State of Florida, with its
principal place of business at 301 East Commercial Blvd., Ft.
Lauderdale, FL 33334, has named EPDO, INC., General Partner, as its
agent to accept service of process within this Florida.

Dated: June 4, 1990

EPDO, INC., General Partner

Donna O'Neil, Esq.
BY: DONNA O'NEIL, ESQ., PRESIDENT

Having been named to accept service of process for the above
Limited Partnership, at the place designated in this Certificate, I
hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes relative to the proper performance
of my duties.

EPDO, INC., Registered Agent

Donna O'Neil, Esq.
BY: DONNA O'NEIL, ESQ., PRESIDENT

FILED
APR 25 PM 3:12
CLERK OF DISTRICT COURT
JULIA S. BLOOM

AFFIDAVIT

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared DONNA O'NEIL, ESQ., PRESIDENT of EPDO, INC., General Partner of POUNEIL, LTD., who after being duly sworn, deposes and says:

1. That she is the President of EPDO, INC., General Partner of POUNEIL, LTD., a Florida limited partnership, and its business address is 301 East Commercial Boulevard, Ft. Lauderdale, FL 33334.

2. The initial amount contributed to the partnership by the General Partner is One Hundred and NO/100 Dollars (\$100.00) and that she shall make additional capital contributions as follows: Unknown

3. The names, addresses, and amount contributed by the Limited Partners is as follows:

<u>Limited Partner</u>	<u>Address</u>	<u>Initial Contribution</u>
Dr. Evangelos Poulos	5400 S.W. 70th Ave. Davie, FL 33314	\$100.00
Donna O'Neil, Esq.	301 E. Commercial Blvd. Ft. Lauderdale, FL 33334	\$100.00

Each of the Limited Partners shall make additional capital contributions to the Partnership as follows: Unknown

4. Nothing in the Partnership Agreement shall require any Limited Partner to make total capital contributions in excess of \$25,000.00.

5. The liability of any Limited Partner for any debts or obligations of or to the Partnership at any time shall be limited to

the amount then contributed by him to the capital of the Partnership and his share in the undistributed net profits.

FURTHER AFFIANT SAYETH NOT.

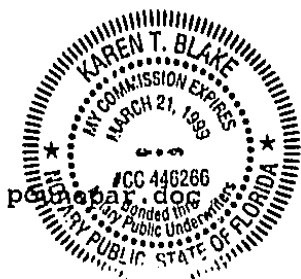
EPDO, INC., General Partner

Donna O'Neil
BY: DONNA O'NEIL, ESQ., PRESIDENT

Sworn to and subscribed before me
this 24th day of April, 1996.

Karen T. Blake
Notary Public,
State of Florida at Large

My Commission Expires:



FILED
96 APR 25 PM 3:12
TALLAHASSEE, FLORIDA