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5/22/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FROM: CORPORATE CREATIONS INTERNATIONAL IN

DEPARTMENT OF STATE

401 OCEAN DR

STATE OF FLORIDA

SUITE 312

409 EAST GAINES STREET

MIAMI BEACH FL 33139-0000

TALLAHASSEE, FL 32399

CONTACT: JOHNNY C RODRIGUEZ

FAX: (904) 922-4000

PHONE: (305) 672-0686

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DOCUMENT TYPE: FLORIDA LIMITED PARTNERSHIP

NAME: CAPITAL ASSET, LTD.

FAX AUDIT NUMBER: H96000007247

CURRENT STATUS: REQUESTED

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TALLAHASSEE, FLORIDA

5/22/96

96 MAY 22 PM 4:35

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**Certificate of Limited Partnership
of
Capital Asset, Ltd.**

1. The name of the Limited Partnership is Capital Asset, Ltd.

2. The business address of the Limited Partnership is:

Attention: Richard Heitmeyer
1700 Palm Beach Lakes Boulevard, Suite 1100
West Palm Beach, FL 33401

3. The name and Florida street address of the registered agent for service of process of the Limited Partnership is:

Corporate Service Company
1201 Hays Street
Tallahassee, FL 32301

4. The mailing address of the Limited Partnership is:

Attention: Richard Heitmeyer
1700 Palm Beach Lakes Boulevard, Suite 1100
West Palm Beach, FL 33401

5. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2030, unless the Limited Partnership is continued by the consent of all the partners.

6. The name and address of the general partner of the Limited Partnership is:

Capital Asset Equity Corporation
Attention: Richard Heitmeyer
1700 Palm Beach Lakes Boulevard, Suite 1100
West Palm Beach, FL 33401

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Signed on May 22, 1996 by the undersigned representative of each general partner.

Capital Asset, Ltd.

By: Joseph P. Muta
Joseph P. Muta, Assistant Secretary

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SEC. OF STATE
TALLAHASSEE, FLORIDA

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0686

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Affidavit of Capital Contributions

The undersigned constituting all of the general partners of Capital Asset, Ltd., a Florida Limited Partnership, certify:

The amount of the capital contributions to date of the limited partners is \$1.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$13,500,000.

Under the penalties of perjury, I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct to the best of my knowledge.

Capital Asset, Ltd.

By: Joseph P. Mata

Joseph P. Mata, Assistant Secretary

Date: May 22, 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the limited partnership named above, and having been designated as the Registered Agent in the above and foregoing Certificate, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

JLM/jlm

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