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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: CORPORATE CREATIONS INTERNATIONAL, INC.

DEPARTMENT OF STATE

401 OCEAN DR

STATE OF FLORIDA

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MIAMI BEACH FL 33139-0000

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA LIMITED PARTNERSHIP

NAME: METROCENTRE PARTNERS, LTD.

FAX AUDIT NUMBER: H96000008724

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STATE OF FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32399
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**CERTIFICATE OF LIMITED PARTNERSHIP OF
METROCENTRE PARTNERS, LTD.
A FLORIDA LIMITED PARTNERSHIP**

The undersigned general partner of Metrocentre Partners, Ltd. (the "General Partner") desires to form a partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is Metrocentre Partners, Ltd.
2. The address of the office of the Partnership is 3300 PGA Boulevard, Suite 620, Palm Beach Gardens, Florida 33410.
3. The name and address of the agent for service of process of the Partnership are Comac Metrocentre, Inc., 3300 PGA Boulevard, Suite 620, Palm Beach Gardens, Florida 33410.
4. The name and business address of the General Partner are Comac Metrocentre, Inc., 3300 PGA Boulevard, Suite 620, Palm Beach Gardens, Florida 33410. 1196000051933
5. The mailing address of the Partnership is 3300 PGA Boulevard, Suite 620, Palm Beach Gardens, Florida 33410.
6. The latest date upon which the Partnership shall dissolve is no later than December 31, 2016, unless the Partners agree to extend the term.
7. This Certificate shall be effective upon the filing of this Certificate with the State of Florida, Department of State.

This Certificate is duly executed and is being filed in accordance with section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986).

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of Metrocentre Partners, Ltd. this 20th day of June, 1996.

By: 

Peter V. Comac, President of
Comac Metrocentre, Inc.,
General Partner of Metrocentre Partners, Ltd.

August Comiter Kulunas & Schepps, P.A.
250 Australian Avenue, Suite 1100
West Palm Beach, FL 33401

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AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA
COUNTY OF PALM BEACH

I, Peter V. Cowie, as President of Comac Metrocentre, Inc. which corporation is the General Partner of Metrocentre Partners, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership," being duly sworn, certifies as follows:

1. The anticipated amount of capital contributions to the Partnership to be made by its Limited Partners is \$600,000.
 2. The Limited Partners have contributed capital of -0-.
- Under penalties of perjury, I declare I have read the foregoing and the facts are true and correct to the best of my knowledge and belief.

Dated: June 20th, 1996.

By: 

Peter V. Cowie, President of
Comac Metrocentre, Inc.,
General Partner of Metrocentre Partners, Ltd.

STATE OF FLORIDA
COUNTY OF PALM BEACH

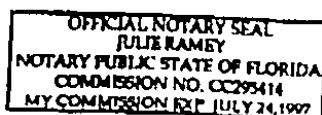
BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared PETER V. COWIE, in his capacity as President of Comac Metrocentre, Inc., the General Partner of Metrocentre Partners, Ltd., known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contribution, and he acknowledged to me and before me that he executed this Affidavit freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state aforesaid this 20th day of June, 1996.

[SEAL]


Notary Public
State of Florida, at Large

JULIE RAMEY
Typed or Printed Name of Notary
My commission expires:



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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for Metrocentre Partners, Ltd., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of the registered agent.

Registered Agent

Comac Metrocentre, Inc.

By:


Peter V. Cowie, President

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