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July 24, 1996

Florida Department of State
Division of Corporations
Bureau of Commercial Recording
Registration Section
409 East Gaines Street
Tallahassee, FL 32399

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-07/26/96--01092--0004
***1846.25 ***1846.25

Re: Rattler, Lions Co., Ltd.
Our File No. 94-3769

CM

Dear Sir or Madam:

Enclosed for filing please find the executed Certificate of Limited Partnership and Affidavit of Capital Contributions regarding Rattler, Lions & Co., Ltd., a Florida limited partnership.

We also enclose our draft in the amount of \$1,846.25, which includes the \$1,750.00 filing fee, the \$35.00 fee for registered agent designation, as well as the fee for one certified copy and one certificate under seal. The Certifications should be sent to the undersigned at the address above.

Any inquiries regarding this filing should be directed to the undersigned at the address above.

Sincerely yours,

Gregory J. Blackburn

GJB:jl
Enclosure

CERTIFICATE OF LIMITED PARTNERSHIP

1. The name of Limited Partnership is Rattler, Lions & Co., Ltd.
2. The principal and initial record office of the Limited Partnership is 416 East Atlantic Boulevard, Pompano Beach, Florida 33060.
3. The Registered Agent for Service of Process on the Limited Partnership is David D. Ferrentino, Esquire.
4. The Registered Agent's office address is Alpert, Barker & Calcutt, P.A., 100 South Ashley Drive, Suite 2000, Tampa, Florida 33602.
5. By signature here the Registered Agent accepts the designation of the Limited Partnership.



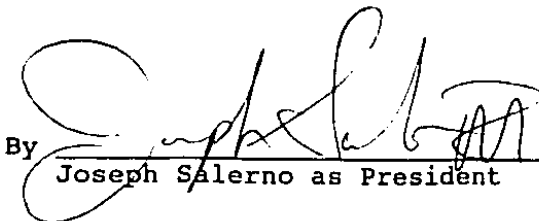
David D. Ferrentino, Esquire
Alpert, Barker & Calcutt, P.A.

6. The mailing address of the Limited Partnership is 416 East Atlantic Boulevard, Pompano Beach, Florida 33060.
7. The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2094.
8. The sole General Partner of the Limited Partnership is Rattler Lions & Co., a duly organized Florida corporation in good standing. The General Partner's office address is 416 East Atlantic Boulevard, Pompano Beach, Florida 33060.

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 27th day of July, 1996.

Rattler, Lions & Co., a Florida corporation, General Partner

By 
Joseph Salerno as President

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

(STATE OF FLORIDA)
(COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Joseph Salerno, who, being first duly sworn and cautioned, deposes and states the following:

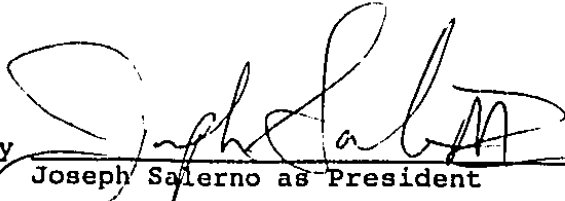
1. The undersigned, constituting all of the general partners of Rattler, Lions & Co., Ltd., a Florida Limited Partnership, certify that the amount of capital contributions to date of the Initial Limited Partner, Rattler, Lions & Co., is \$100.00.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,000,000.00.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 22nd day of July, 1996.

Rattler, Lions & Co., a Florida corporation, General Partner


By 
Joseph Salerno as President

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 22nd of July, 1996 by Joseph Salerno. He is personally known to me or has produced FLA. DRIVER'S LICENSES identification.



"OFFICIAL SEAL"
John Salerno
My Commission Expires 1/1/2000
Commission #CC521698


NOTARY PUBLIC (Signature)

JOHN SALERNO
NOTARY PUBLIC (Printed name)

MY COMMISSION EXPIRES: