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Consolidated TITLE CO.

JEFFREY S. ROSENBERG, Esq.
President

1601 N. PALM AVENUE
SUITE 109
PEMBROKE PINES, FL 33026

PHONE: (305) 435-2300
FAX (305) 435-7911

DIVISION OF CORPORATIONS
409 E. GAINES STREET
TALLHASSEE, FL 32399

JULY 30, 1996
VIA: FED EXP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 31 PM 12:00

DEAR MR. KOHR,

AS PER OUR CONVERSATION PLEASE FIND ENCLOSED THE DOCUMENTATION
AND CHECKS NECESSARY TO FILE THE DELL PARTNERSHIP LTD.

PLEASE CALL ME IF ANYTHING FURTHER IS NECESSARY.

THANK YOU AGAIN FOR ALL YOUR HELP.

PLEASE SEE THAT ALL DOCUMENTATION IS RETURNED DIRECTLY TO ME AT THE
ABOVE ADDRESS.

SINCERELY,

Karen R. Spell
KAREN R. SPELL, ESQ.

200001916882
-08/08/96--01068--027
*****35.00 *****35.00

200001916882
-08/08/96--01068--026
***1400.00 ***1400.00

G. TAX
FILING
R. AGENT FEE 1,400.00
C. COPY 35.00
TOTAL 52.50
N. BANK 1,487.50
BALANCE DUE
OFFIND

G. TAX
FILING
R. AGENT FEE
C. COPY
TOTAL
N. BANK
BALANCE DUE
OFFIND

200001916882
-08/08/96--01068--028
*****52.50 *****52.50

CERTIFICATE OF LIMITED PARTNERSHIP OF

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 96 JUL 31 PM 12:01

1. DELL PARTNERSHIP, LTD.
 (Name of Limited Partnership; must contain a suffix such as "Limited",
 "Ltd.", or "Limited Partnership")
2. 1535 SW 151 AVE., PEMBROKE PINES, FL 33027
 (The Business Address of Limited Partnership)
3. Karen R. Spell, Esquire
 (Name of Registered Agent for Service of Process)
4. 4981 S.W. 122 Terr Cooper City, FL 33330
 (Florida Street Address for Registered Agent)
5. *Karen R. Spell*
 (Registered Agent must sign here to accept designation as Registered Agent for
 Service of Process.)
6. 1535 SW 151 AVE, PEMBROKE PINES, FL 33027
 (The Mailing Address of the Limited Partnership.)
7. The latest date upon which the Limited Partnership is to be dissolved is UNDETERMINED

8. NAME OF GENERAL PARTNER(S)

SPECIFIC ADDRESS

<u>MERVIN H NEEDELL</u>	<u>1535 SW 151 AVE, PEMBROKE PINES, FL</u>
<u>ELAINE F NEEDELL</u>	<u>1535 SW 151 AVE, PEMBROKE PINES, FL</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

Signed this 29 day of July, 1996.
Signature of all general partners:

Norman J. Needell
General Partner

Elaine F. Needell
General Partner

General Partner

General Partner

General Partner

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 31 PM 12:02

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the general partners of

DELL PARTNERSHIP, LTD, a Florida Limited Partnership, certify as follows:

The amount of capital contributions to date of the limited partners is \$ 200,000.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 200,000.

This 29 day of July, 19 96.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I(we) have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.

Mervyn H. Meeseel
General Partner

Elaine J. Meeseel
General Partner

General Partner

General Partner

General Partner

General Partner

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96 JUL 31 PM 12:02