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A96000001526



PRESTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 054713 4320025

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 15, 1996

ORDER TIME : 10:38 AM

ORDER NO. : 054713

CUSTOMER NO: 4320025

CUSTOMER: Ms. Lourdes C. Cambo
PACKMAN, NEUWAHL & ROSENBERG

1500 San Remo Avenue
Suite 125
Coral Gables, FL 33146

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 15 PM 12:43

DOMESTIC FILING

NAME: SOURS ASSOCIATES, LTD.

700001927077
-08/20/96--01132--006
***1837.50 ***1837.50

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

RECEIVED
96 AUG 15 PM 12:10
DIVISION OF CORPORATION

BK
8/15/96

J. TAX _____
FILING 1250.00
R. AGENT FEE 35.00
J. COPY 32.50
TOTAL 1637.50
C. BANK _____
BALANCE DUE _____
CHUB

SOURS ASSOCIATES, LTD.
CERTIFICATE OF LIMITED PARTNERSHIP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 15 PM 4:13

Pursuant to § 620.108 of the Florida Statutes, the undersigned persons, desiring to form a Florida Limited Partnership, hereby swear to and affirm as follows:

1. The name of the Limited Partnership shall be SOURS ASSOCIATES, LTD.

2. The character of the business is the acquisition, development, ownership, renting, operation, and/or disposition by sale or exchange of real and/or personal property and/or any other lawful enterprise.

3. The location of the principal place of business is 10601 S.W. 67th Court, Miami, Florida. The name and address of the agent for service of process is Claude R. Sours, 10601 S.W. 67th Court, Miami, Florida, 33156.

4. The name and business address of the General Partner shall be as follows:

Claude R. Sours
10601 S.W. 67th Court
Miami, Florida 33156

5. The mailing address for the Limited Partnership shall be as follows:

Sours Associates, Ltd.
10601 S.W. 67th Court
Miami, Florida 33156

6. The term of the Partnership shall commence upon the filing of this Certificate of Limited Partnership with the Secretary of State of the State of Florida, and it shall continue for thirty five (35) years from such filing, unless otherwise terminated or extended in accordance with the provisions of the Partnership Agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Certificate of Limited Partnership on the 14 day of AUG 96 1996, effective upon filing same with the Florida Department of State.

SOURS ASSOCIATES, LTD.

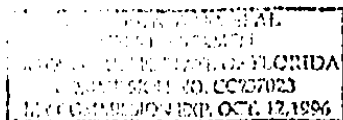
BY: Claude Sour
CLAUDE R. SOURS,
General Partner

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
26 AUG 15 PM 12:43

STATE OF FLORIDA)
COUNTY OF DADE) SS:

The foregoing instrument was acknowledged before me this 14th day of AUGUST, 1996, by CLAUDE R. SOURS, who did execute the foregoing Certificate of Limited Partnership as General Partner, who is personally known to me, and being first duly sworn, acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

Robert A. Staehn
Signature - NOTARY PUBLIC



ROBERT A. STAERN
Printed Name of NOTARY PUBLIC

Commission Number

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for Sour Associates, Ltd., a Florida limited 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 registered agent.

REGISTERED AGENT

Claude Sour
CLAUDE R. SOURS

CERTIF
19/10*4515

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared CLAUDE SOURS, the general partner of SOURS ASSOCIATES, LTD., a Florida limited partnership (hereinafter referred to as the "Partnership" who upon being sworn, certified as follows:

The amount of initial capital contributions of the limited partners is Ten Dollars (\$10.00). The total amount contributed and anticipated to be contributed by the limited partners at this time totals One Million Five Hundred Thousand Dollars (\$ 1,500,000).

This 14th day of August, 1996.

FURTHER AFFIANT SAYETH NAUGHT.

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

SOURS ASSOCIATES, LTD.

BY: Claude Sour
CLAUDE R. SOURS,
General Partner

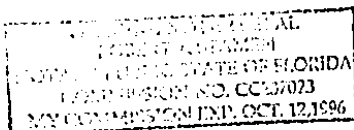
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 14th day of August, 1996, by CLAUDE R. SOURS, who did execute the foregoing Affidavit of Capital Contributions as General Partner, who is personally known to me, and being first duly sworn, acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

Robert A. Starn
Signature - NOTARY PUBLIC

Robert A. Starn
Printed Name of NOTARY PUBLIC

Commission Number



AFFDVT
19/10*4515

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
19 AUG 1996