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TALLAHASSEE, FL 32301-1607

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A96000001531



PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 054509 4330594

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 15, 1996

ORDER TIME : 9:26 AM

ORDER NO. : 054509

CUSTOMER NO: 4330594

CUSTOMER: Justin Wilson, Legal Assistant
ADORNO & ZEDER, P.A.

Suite 1600
2601 South Bayshore Drive
Miami, FL 33133

400001923724
-08/16/96--01005--007
***1960.00 ***1837.50

DOMESTIC FILING

NAME: SEIBERT FAMILY LIMITED
PARTERSHIP

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

1837.50
96 AUG 15 PM 1:04
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
RECEIVED
96 AUG 15 AM 11:27
DIVISION OF CORPORATION

BK
8/15/96

CERTIFICATE OF LIMITED PARTNERSHIP

OF

SEIBERT FAMILY HOLDINGS LIMITED PARTNERSHIP

The undersigned, pursuant to the provisions of Section 620.108 of the Florida Statutes, hereby certifies and swears in this Certificate of Limited Partnership to the following:

1. NAME.

The name of the limited partnership is:

SEIBERT FAMILY HOLDINGS LIMITED PARTNERSHIP ("the partnership")

2. REGISTERED AGENT.

The name and address of the Registered Agent for the Partnership is:

A Z Registered Agent Corporation
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

3. GENERAL PARTNER.

The name and business address of the general partner is as follows:

Seibert Family Holdings, Inc.
2600 Marion Drive
Ft. Lauderdale, Florida 33316

4. MAILING ADDRESS.

The mailing address for the Partnership is as follows:

2600 Marion Drive
Ft. Lauderdale, Florida 33316

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DIVISION OF CORPORATIONS
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8960000068035

5. DISSOLUTION DATE.

The latest date upon which the Partnership
is to dissolve is December 31, 2036.

IN WITNESS WHEREOF, the General Partner has caused this
Certificate of Limited Partnership to be executed at Ft.
Lauderdale, Florida, this 14 day of August, 1996.

SEIBERT FAMILY HOLDINGS, INC.,
General Partner

By: 

John E. Seibert, II
President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ACCEPTANCE BY REGISTERED AGENT

Pursuant to Sections 620.105 and 620.192 of the Florida Statutes, the undersigned accepts appointment as Registered Agent for SEIBERT FAMILY HOLDINGS LIMITED PARTNERSHIP. a Florida limited partnership, and accepts all obligations imposed on it as such under Florida law.

Executed this 14 day of August, 1996.

A Z REGISTERED AGENT CORPORATION,
Registered Agent

By:

Justin T. Wilson
Justin T. Wilson,
Secretary and Treasurer

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STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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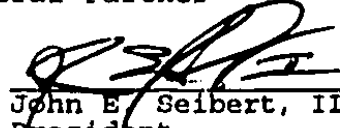
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned General Partner of SEIBERT FAMILY HOLDINGS LIMITED PARTNERSHIP, a Florida limited partnership, being duly sworn, deposes and says:

The assets contributed to the Partnership by the limited partners have an agreed upon fair market value of \$2,000,000.00 and the total anticipated value of the capital contributions of the limited partners is the same.

SEIBERT FAMILY HOLDINGS, INC.,
General Partner

By:


John E. Seibert, II
President

49137 (mif-8/13/96)

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DEBIT MEMORANDUM

TO :
DEPARTMENT OF STATE

OFFICIAL US

NUMBER

DATE

STATE OF FLORIDA
OFFICE OF STATE TREASURER
TALLAHASSEE FLORIDA

FUND	AMOUNT	REASON RETURNED	KEY #	*
GENERAL REVENUE	0.00	INSUFFICIENT FUNDS	1	*
TRUST	3,565.00	ACCOUNT CLOSED	2	2 *
OTHER		UNCOLLECTED FUNDS	3	*
TOTAL	3,565.00	OTHER	4	*

CROSS REF	SAMAS CODE	DISTRIBUTION	REASON	AMOUNT
12	45-20-2-130001-45300000-00-000100-00		2	575.00A
12	45-20-2-130001-45300000-00-000100-00		4	576.25B
12	45-20-2-130001-45300000-00-000100-00		4	583.75C
12	45-20-2-130001-45300000-00-000100-00		4	915.00D
12	45-20-2-130001-45300000-00-000100-00		4	915.00E

GRAND TOTAL:

\$ 3,565.00

605.06
576.23
12593-B

3000002094790 -- 1
02/21/97--01890--0015
***605.06 ***605.06

Process Date: 01/22/97

The above named fund(s) has been reduced by the amount of this check(s) under authority of Section 215.34, F.S.

State Treasurer