

417 E. Virginia Ave., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 3349, Tallahassee, FL 32302
Telephone No. (904)342-8002
FAX (904)224-8873

State Fee \$ _____ Our \$ _____

BR
10/24/96

WALK-IN Will Pick Up 9:30 2/1

RE: L-5 Limited Partnership

Capital Expenses	C.C. Fee	DISBURSED
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S -		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX ()		
pgs.		
Subtotals		

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DIVISION OF CORPORATIONS

96 OCT 24 PM 2:58

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B6 OCT 21 AM 10:01
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FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

CERTIFICATE OF LIMITED PARTNERSHIP

OF

L - 5 LIMITED PARTNERSHIP

The undersigned Partners hereby make and file this Certificate of Limited Partnership for L - 5 Limited Partnership, hereinafter referred to as the Partnership.

1. Name of Partnership. The name of the Partnership is L - 5 Limited Partnership.

2. Character of Business. The business of the Partnership shall be to take title to the Partnership Property and to promote the efficient and economical management of the assets by holding them in a single entity; to avoid the division of the properties in order to promote the greater sale and investment potential of the partnership property; to avoid potential expensive litigation disputes over certain properties of the Partnership by providing mechanisms which will provide for the management and procedures to resolve disputes; to provide mechanisms which will eliminate the potential in the future of any partner transferring their interest in the Partnership without first offering that interest to the other partners. The Partnership shall be allowed to engage in any lawful business or activity in which a partnership with or without limited partners can engage.

3. Location of Principal Place of Business and Mailing Address. The principal place of business, and mailing address, of the Partnership shall be located at 947 Alternate A1A, Suite F, Jupiter, Florida 33469, or at such other place or places as the General Partners may, from time to time, determine. The above listed address will also be the mailing address.

4. Registered Agent. The initial registered agent of the Partnership shall be John Dennis McDonald, and his address is 947 Alternate A1A, Suite F, Jupiter, Florida 33469.

5. Name and Place of Residence of General Partners

(a) The name and address of the General Partner is

John Dennis McDonald
947 Alternate A1A, Suite F
Jupiter, Florida 33469

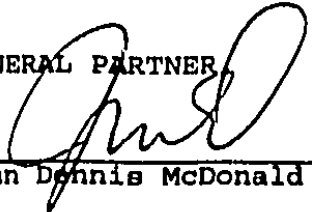
6. Term. The Partnership and the limitation of liability of the Limited Partners shall commence on the date on which this Certificate of Limited partnership is filed with the Florida Department of State. The Partnership shall continue until October 18, 2016, unless sooner terminated as provided in the Agreement of Limited Partnership.

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IN WITNESS WHEREOF, the parties have hereunto set their hands
and seals on the 23 day of October,
1996.

GENERAL PARTNER



John Dennis McDonald

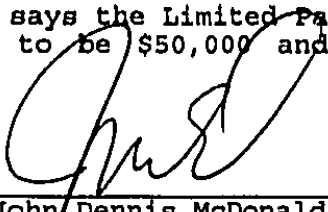
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**AFFIDAVIT REGARDING CAPITAL CONTRIBUTION
OF LIMITED PARTNERS OF
L - 5 LIMITED PARTNERSHIP**

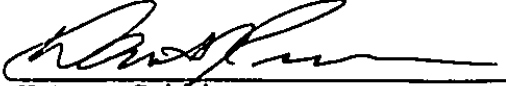
STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared, **John Dennis McDonald**, the General Partner of **L - 5 Limited Partnership**, who was sworn and says the Limited Partners' capital contributions are anticipated to be \$50,000 and no additional contributions are anticipated.



John Dennis McDonald, as General Partner

SWORN TO AND SUBSCRIBED before me
this 23rd day of October, 1996.



Notary Public
State of Florida

(SEAL)

My commission expires:



DANIEL J. PROBST
MY COMMISSION # CC953748 EXPIRES
March 8, 1998
BONDED THROUGH FARM INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Florida Statutes, the following is submitted:

L - 5 Limited Partnership, a Florida limited partnership, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Certificate of Limited Partnership, State of Florida, has named **John Dennis McDonald**, located at 947 Alternate A1A, Suite F, Jupiter, Florida 33469, as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

ACKNOWLEDGEMENT AND ACCEPTANCE

Having been named to accept service of process for the above stated Limited Partnership, at the place designated in the Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


DATE: _____

Oct 23, 1996


John Dennis McDonald,
Registered Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 23rd day of October, 1996, by John Dennis McDonald, who is personally known to me or has produced _____ as identification and did/did not take an oath.


Notary Public
My Commission Expires:



DANIEL J. PROBST
MY COMMISSION # CC063748 EXPIRES
March 8, 1998
BONDED THROUGH TROY FARM INSURANCE, INC.

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DIVISION
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