

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-341-8086

904-221-9171
904-221-0350 X



PRESTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 163007 80318A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 21, 1996

ORDER TIME : 9:56 AM

ORDER NO. : 163007-005

CUSTOMER NO: 80318A

CUSTOMER: David K. Cahoon, Esq
DAVID K. CAHOONE, ESQ

One Sarasota Tower, Ste 606
Two North Tamiami Trail
Sarasota, FL 34236

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-11/26/96--01095--011
***1785.00 ***1785.00

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 NOV 21 PM 1:20

DOMESTIC FILING

NAME: ANDCAR LIMITED PARTNERSHIP

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
XXX PLAIN STAMPED COPY
XXX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

13K 11/21/96
J. TAX FILING 1750.00
R. AGENT FEE 75.00
C. COPY
TOTAL 1785.00
N. BANK
BALANCE DUE
REFUND

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DIVISION OF CORPORATIONS

11/21/96

**CERTIFICATE OF LIMITED PARTNERSHIP OF
ANDCAR LIMITED PARTNERSHIP**

a Florida limited partnership

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law, as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is ANDCAR Limited Partnership.
2. The name and address of the Agent for service of process on the Partnership is Renno L. Peterson, 2 N. Tamiami Trail, Suite 606, Sarasota, FL 34236.
3. The name and business address of the General Partner is:

ANDREW N. HOCHMAN and CARIN S. HOCHMAN,
Trustees, or their successors in trust, under the HOCHMAN
MANAGEMENT TRUST, dated November 12, 1996, and any
amendments thereto.

25110 Ridge Oak Drive
Bonita Springs, FL 34134
4. The mailing address of the Partnership is 25110 Ridge Oak Drive,
Bonita Springs, FL 34134.
5. The latest date upon which the Partnership shall dissolve is December
31, 2026.
6. The effective date of this Certificate of Limited Partnership shall be
upon filing with the State of Florida, Department of State.

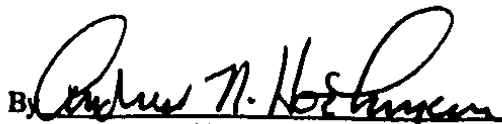
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The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of ANDCAR Limited Partnership on November 12, 1996.

GENERAL PARTNER:

ANDREW N. HOCHMAN and CARIN S. HOCHMAN
Trustees, or their successors in trust, under the
HOCHMAN MANAGEMENT TRUST dated
November 12, 1996, and any amendments thereto.

By 
Andrew N. Hochman, Trustee

By 
Carin S. Hochman, Trustee

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Witnesses:


Renno L. Peterson, Witness

Address:
2 N. Tamiami Trail, Suite 606
Sarasota, Florida 34236


Richard W. Gumm, Witness

Address:
2 N. Tamiami Trail, Suite 606
Sarasota, Florida 34236

ACCEPTANCE AND APPOINTMENT AS REGISTERED AGENT

Having been named as Statutory Registered Agent for the ANDCAR Limited Partnership, a Florida limited partnership, in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and, on behalf of the Partnership, 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:


Renno L. Peterson

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STATE OF FLORIDA
COUNTY OF SARASOTA

)
) ss.
)

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared ANDREW N. HOCHMAN and CARIN S. HOCHMAN, Trustees, under the HOCHMAN MANAGEMENT TRUST, as General Partner of ANDCAR LIMITED PARTNERSHIP, a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being duly sworn, certified as follows:

1. The total amount of capital contributions to the Partnership made by the Limited Partners is, in the aggregate, \$350,000.
2. At this time, it is not anticipated that additional capital contributions will be made by the Limited Partners.

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

GENERAL PARTNER:

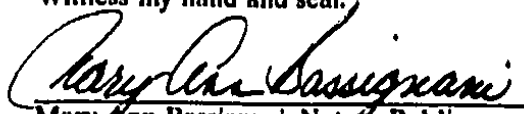
ANDREW N. HOCHMAN and CARIN S. HOCHMAN, Trustees, or their successors in trust under the HOCHMAN MANAGEMENT TRUST dated November 12, 1996, and any amendments thereto.

By Andrew N. Hochman
ANDREW N. HOCHMAN, Trustee

By Carin S. Hochman
CARIN S. HOCHMAN, Trustee

Sworn and subscribed to before me by ANDREW N. HOCHMAN and
CARIN S. HOCHMAN, Trustees, under the HOCHMAN MANAGEMENT
TRUST, as a General Partner, who are personally known to me, on
November 12, 1996.

Witness my hand and seal.


Mary Ann Bassignani, Notary Public



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4/08/97 CORPORATE DETAIL RECORD SCREEN
NUM: A96000002138 ST:FL ACTIVE/FL LP FLD: 11/21/1998
ACT CONT: 350,000.00
NAME : ANDCAR LIMITED PARTNERSHIP
PRINCIPAL: 25110 RIDGE OAK DRIVE
ADDRESS : BONITA SPRINGS, FL 34134
RA NAME : PETERSON, RENNO L
RA ADDR : 2 N. TAMiami TRAIL, SUITE 606
SARASOTA, FL 34236 US
ANN REP : * NONE FILED *

8:51 AM

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***1750.00 ***1750.00

1. MENU, 3. PARTNERS

ENTER SELECTION AND CR:

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A96-2138

Name	OR 49
Availability	
Document Examiner	OR
Updater	OR
Updater Verifier	OR
Acknowledgement	OR
W. P. Verifier	OR

FF \$1750.00

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A FLORIDA LIMITED PARTNERSHIP

The undersigned, constituting all of the general partners of ANDCAR LIMITED PARTNERSHIP, a Florida Limited Partnership, executed this supplement affidavit filed pursuant to section 620.112, Florida Statutes.

The total amount of the capital contributions of the limited partners is \$1,516,300.00

This 2ND day of APRIL 1997

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNERS

Andrew Hochman

Carin Hochman

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