

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 200, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: P.O. Box 10349, Tallahassee, FL 32301
 TEL: (904) 224-8870 FAX: (904) 224-1222

No. 53620

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

NYC 12/20/96
 G. TAX _____
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 R. AGENT FEE _____
 G. COPY _____
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 N. DARK _____
 BALANCE DUE _____
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REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____
 BY _____
 WALK-IN _____
 WITH Pick Up _____

Capital Express™
 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.

G.C. FEE. DISBURSED

SUBTOTALS
 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
HARBOR VIEW ASSOCIATES, LTD.**

FILED STATE
SECRETARY OF CORPORATIONS
96 DEC 20 AM 11:42

The undersigned, desiring to form a limited partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, hereby states the following:

1. Name of Limited Partnership. The name of the limited partnership is:

Harbor View Associates, Ltd. (the "Partnership")

2. Address of the Partnership. The office address of the Partnership is located at:

c/o Mr. Ronald T. Larizza
460 S. Beach Road
Hobe Sound, FL 33455

3. Registered Agent and Office. The name and address of the registered agent of the Partnership for service of process pursuant to Section 620.105, Florida Statutes, are:

HOMISCO Incorporation, Inc.
222 Lakeview Avenue, Suite 800
West Palm Beach, FL 33401

4. Name and Address of the General Partner. The name and address of the sole general partner of the Partnership are:

Harbor View Associates, Inc.
c/o Mr. Ronald T. Larizza
460 S. Beach Road
Hobe Sound, FL 33455

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5. Mailing Address of the Partnership. The mailing address of the Partnership is:

c/o Mr. Ronald T. Larizza
460 S. Beach Road
Hobe Sound, FL 33455

6. Effective Date of Limited Partnership. The effective date of the Partnership shall be the date it is filed with the Secretary of State of Florida.

7. Dissolution of the Partnership. The latest date upon which the Partnership is to dissolve is December 31, 2026.

The execution of this Certificate of Limited Partnership by the undersigned sole general partner of the Partnership constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership this 19th day of December, 1996.

**HARBOR VIEW ASSOCIATES, INC., a
Florida corporation, Sole General Partner**

By: Ronald T. Larizza
Ronald T. Larizza, President

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP, AT THE PLACE DESIGNATED IN NUMBER 3 OF THIS CERTIFICATE OF LIMITED PARTNERSHIP, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

Dated this 19th day of December, 1996.

HOMISCO INCORPORATION, INC.

By: Steven R. Parson, v.p.
Steven R. Parson, Vice President

WPB/95380.1/44467-54678

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 20 AM 11:42

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned notary public, personally appeared RONALD T. LARIZZA, President of Harbor View Associates, Inc., a Florida corporation, the sole general partner of Harbor View Associates, Ltd., a Florida limited partnership (the "Partnership"), whose business address is 480 South Beach Road, Hobe Sound, Florida 33455, who, upon being duly sworn, certifies on behalf of the Partnership, the following:

1. The amount of capital contributions to the Partnership made by the limited partners is N/A.
2. The amount anticipated to be contributed by the limited partners is \$500,000.00.

FURTHER AFFIANT SAYETH NOT:

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

Dated: December 19th, 1996.

SOLE GENERAL PARTNER:

HARBOR VIEW ASSOCIATES, INC.,
a Florida corporation

By: Ronald T. Larizza

Ronald T. Larizza, President

Sworn to and subscribed before me this 15th day of December, 1998 by Thomas
T. Larizza, President of Harbor View Associates, Inc., a Florida corporation, the sole
General Partner of the Partnership, on behalf of the Partnership. Personally known
X or produced _____ as identification.

NOTARY PUBLIC

Sign: Caroline M. Smith

Print: _____

State of Florida at Large
(NOTARIAL SEAL)

My commission expires: _____

Serial Number, if any: _____

WPB/95339.1/44467/34678

