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September 25, 1997

SECRETARY OF STATE
FLORIDA DEPARTMENT OF STATE
409 E. Gaines Street
Tallahassee, FL 32399

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RE: Filing of Certificate of Limited Partnership

Dear Secretary:

Enclosed please find a Certificate of Limited Partnership of Diver I, Ltd., Affidavit of General Partner and Acceptance of Appointment of Registered Agent to be filed with your office. Also enclosed is a check in the amount of \$1,837.50, representing filing fee of \$1,750.00, registered agent designation \$35.00, and certified copy of \$52.50. Please file this with your office and return the certified copy by Federal Express in the enclosed package.

If you have any questions, please contact the undersigned immediately.

Sincerely,


James E. Jacoby

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

dls
enclosure

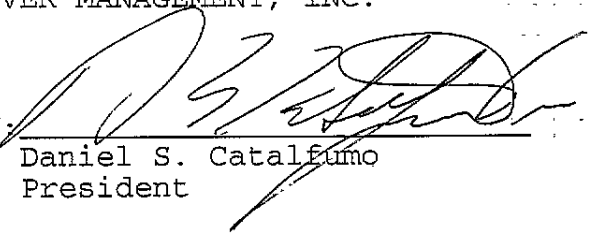
CERTIFICATE OF LIMITED PARTNERSHIP
OF
DIVER I, LTD.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the partnership is DIVER I, LTD.
2. The address of the Partnership's office is Diver Management, Inc., 4300 Catalfumo Way, Palm Beach Gardens, Florida 33410.
3. The name and address of the agent for service of process is Diver Management, Inc. 4300 Catalfumo Way, Palm Beach Gardens, Florida 33410.
4. The name and business address of the general partner is as follows:
Diver Management, Inc. 997-66279
4300 Catalfumo Way
Palm Beach Gardens, Florida 33410
5. A mailing address for the Limited Partnership is c/o Diver Management, Inc. 4300 Catalfumo Way, Palm Beach Gardens, Florida 33410.
6. The Limited Partnership shall be formed as of the date of filing hereof.
7. The latest date upon which the Limited Partnership is to dissolve is December 31, 2027.

This Certificate of Limited Partnership of DIVER I, LTD. has been executed on the 25 day of September, 1997. By such execution, the general partner whose signature is set forth below hereby affirms, under penalties of perjury, that the facts stated herein are true.

GENERAL PARTNER:
DIVER MANAGEMENT, INC.

BY: 
Daniel S. Catalfumo
President

AFFIDAVIT

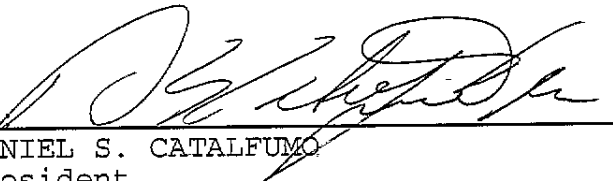
The undersigned, as general partner of DIVER I, LTD., pursuant to Florida Statute Section 620.108(1) hereby attest to the following:

1. The Contribution of the initial limited partner DIVER I, LTD. is \$1,000.00.

2. The total amount anticipated to be contributed by the limited partners of DIVER I, LTD. is \$5,000,000.00.


By its execution, the general partner whose signature is set forth below, hereby affirms, under the penalties of perjury that the facts stated herein are true.

GENERAL PARTNER:
DIVER MANAGEMENT, INC.

BY 
DANIEL S. CATALFUMO
President

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me this 25 day of September, 1997, by Daniel S. Catalfumo, as President of Diver Management, Inc., and he is personally known to me, did not take an oath.


Notary Name: _____
Notary Public
Commission No. _____

My Commission Expires:



Deanna L. Smith
MY COMMISSION # CC580768 EXPIRES
September 9, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for DIVER I, LTD. in the foregoing Certificate of Limited Partnership, we hereby agree to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of Registered Agent.

DIVER MANAGEMENT, INC.

BY: 

Daniel S. Catalfumo
President

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