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**THE UNITED STATES
CORPORATION
COMPANY**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 OCT -3 PM 1:05

ACCOUNT NO. : 072100000032

REFERENCE : 552913 7137273

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 3, 1997

ORDER TIME : 10:07 AM

ORDER NO. : 552913-010

CUSTOMER NO: 7137273

CUSTOMER: Eric M. Sauerberg, Esq
ERIC M. SAUERBERG, P.A.

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*****87.50 *****87.50

Suite 400
712 U.S. Highway One
North Palm Beach, FL 33408

DOMESTIC FILING

NAME: PALM BEACH LIMITED PARTNERS,
LTD.

EFFECTIVE DATE: ~~FILE SECOND~~

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

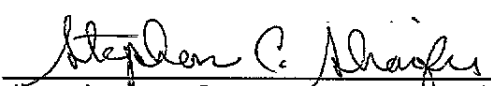
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Availability	kwm
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Updater	
Updater	
Verifier	kwm
Acknowledged	kwm
W. J. CORPORATION	kwm

97 OCT -3 PM 1:08
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CERTIFICATE OF LIMITED PARTNERSHIP
OF
PALM BEACH LIMITED PARTNERS, LTD.

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97 OCT -3 PM 1:06

1. PALM BEACH LIMITED PARTNERS, LTD.
(Name of Limited Partnership; must contain suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 7 Kintyre Road, Palm Beach Gardens, FL 33418
(The Business Address of the Limited Partnership)
3. STEPHEN CARPENTER SHAFER
(Name of Registered Agent for Service of Process)
4. 7 Kintyre Road, Palm Beach Gardens, FL 33418
(Florida Street Address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 7 Kintyre Road, Palm Beach Gardens, FL 33418
(The Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is October 1, 2057.
8. NAME OF GENERAL PARTNER(S) ADDRESS
PALM BEACH ENTERPRISES, INC. 7 Kintyre Road
P97-85670 Palm Beach Gardens, FL 33418

Signed this 1st day of October, 1997.

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97 OCT -3 PM 1:06

Signature of all General Partners:

PALM BEACH ENTERPRISES, INC.

By: Stephen C. Shaifer, President
STEPHEN CARPENTER SHAIFFER, President

GENERAL PARTNER

SHAIFFER\docs\certss.ltd

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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DIVISION OF CORPORATIO

97 OCT -3 PM 1:01

BEFORE ME, the undersigned constituting all of the general partners of PALM BEACH LIMITED PARTNERS, LTD., a Florida Limited Partnership, certify as follows:

The amount of capital contributions to date of the limited partners is \$100.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100.

This 1st day of October, 1997.

FURTHER AFFIANT SAYETH NOT.

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

PALM BEACH ENTERPRISES, INC.

By: Stephen C. Shaifer, President
STEPHEN CARPENTER (SHAIFER, President