

A 9700000 2213

CARL F. ELLWANGER
ATTORNEY AT LAW
306 N. FLORIDA AVENUE
STUART, FLORIDA 34994
October 9, 1997

TELEPHONE 287-5013

MAILING ADDRESS
POST OFFICE BOX 1860
STUART, FLORIDA 34995

Florida Department of State
Corporate & Partnership Records
P.O. Box 6327
Tallahassee, Florida 32314

500002318865--4
-10/13/97-01092--002
****140.00 ****140.00

Re: MANAGEMENT TECH ASSOCIATES, LTD.
A Florida Limited Partnership

Gentlemen:

In connection with the above-captioned Florida Limited Partnership, please find enclosed herewith the following items:

1. Two executed copies of the Certificate Of Limited Partnership Of Management Tech Associates, Ltd. Both copies have been executed in like manner and constitute duplicate originals.

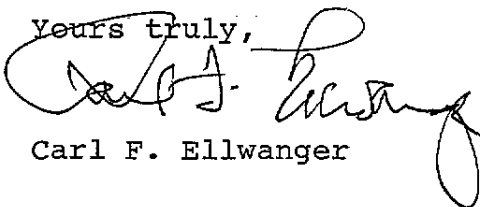
2. Two executed copies of the Affidavit Of Capital Contributions For Florida Limited Partnership. Again both copies have been executed in like manner and constitute duplicate originals.

3. Check in the sum of \$140.00 covering the cost of filing these documents (\$52.50), certifying the enclosed copies (\$52.50), and filing the Registered Agent Designation (\$35.00).

If there is anything further you need in connection with this filing, please telephone me collect at the number shown on this letterhead.

Thank you for your courtesy and cooperation.

Yours truly,


Carl F. Ellwanger

Name	Available
Document Examiner	DCC
Updater	DCC
Updater	CFE
Verifier	DCC Enclosures
Notary	Element DCC
Witness	Driver

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FILED
97 OCT 13 AM 11:00
\$300.00

CERTIFICATE OF LIMITED PARTNERSHIP OF
MANAGEMENT TECH ASSOCIATES, LTD.,
a Florida Limited Partnership

1. The name of the Partnership is MANAGEMENT TECH ASSOCIATES, LTD.

2. The address of the office of the Partnership is Suite 700, One East Broward Boulevard, Fort Lauderdale, Florida 33301.

3. The name and address of the agent for service of process on the Partnership are: BETTY J. FLEETWOOD, Apartment 2A, Cedar Pointe Condominium Apartments, 2929 S. E. Ocean Boulevard, Stuart, Florida 34996.

4. *Betty J. Fleetwood*
BETTY J. FLEETWOOD, Registered Agent

5. The mailing address of the Partnership is Suite 700, One East Broward Boulevard, Fort Lauderdale, Florida 33301.

6. The latest date upon which the Partnership shall dissolve is June 30, 2002.

7. Name of General Partner: Street Address:

BETTY J. FLEETWOOD

Apartment 2A
Cedar Pointe Condominium
Apartments
2929 S. E. Ocean Boulevard
Stuart, Florida 34996

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated therein are true and correct.

Signed this 6TH day of October, 1997.

Signature of General Partner:

Betty J. Fleetwood

FILED
97 OCT 13 AM 11:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR
FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the General Partners of
MANAGEMENT TECH ASSOCIATES, LTD., a Florida Limited Partnership,
certify:

The total amount of capital contributions to date of the
Limited Partners is: \$500.00.

The total amount contributed and anticipated to be
contributed by the Limited Partners at this time totals \$500.00.

Signed this 8TH day of October, 1997.

FURTHER AFFIANT SAYETH NOT.

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

Betty J. Fleetwood

BETTY J. FLEETWOOD
General Partner

STATE OF FLORIDA)
 :
COUNTY OF MARTIN)

Sworn to and subscribed before me this 8th day of
October, 1997, by BETTY J. FLEETWOOD, who is personally known to
me.

Adele F. Dice

Notary Public, State of Florida

ADELE F. DICE
(Name. Typed or Printed)

(SEAL)



Adele F. Dice
MY COMMISSION # CC631506 EXPIRES
May 16, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
OCT 13 AM 11:00
CLERK OF DISTRICT COURT
STATE OF FLORIDA