



**THE UNITED STATES
CORPORATION
COMPANY**

A97000002217

ACCOUNT NO. : 072100000032

REFERENCE : 564101 81603A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 14, 1997

ORDER TIME : 11:12 AM

ORDER NO. : 564101-005

CUSTOMER NO: 81603A

CUSTOMER: Doris J. Harlacher, Legal Asst
DUNCAN & TARDIF

1601 Jackson Street, Suite 101

Fort Myers, FL 33901

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 OCT 14 PM 2:05

300002323233--0
-10/17/97--01083--008
***1108.80 ***1108.80

300002323233--0
-10/17/97--01083--009
*****87.50 *****87.50

DOMESTIC FILING

NAME: MID-CAPE, LTD.

EFFECTIVE DATE:

J. 1AA	_____
FILING	1,108.80
R. AGENT FEE	35.00
C. COPY	52.50
TOTAL	1,196.30
N. BANK	_____
BALANCE DUE	_____

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP REFUND

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

RECEIVED
97 OCT 14 PM 2:11
DIVISION OF CORPORATIONS

10/14/97

LAW OFFICES
DUNCAN & TARDIF, P. A.
FOXWORTHY PROFESSIONAL BUILDING
SUITE 101, 1601 JACKSON STREET
POST OFFICE BOX 249
FORT MYERS, FLORIDA 33902-0249

GORDON R. DUNCAN
ROBERT E. TARDIF JR.
ANDREW S. EPSTEIN

TELEPHONE (941) 334-4574
FAX (941) 334-3378

October 13, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT 14 PM 2:05


Re: Mid-Cape Ltd., a Florida Limited Partnership

Dear Sirs:

Enclosed please find Certificate of Limited Partnership, Mid-Cape Ltd., a limited partnership, and Affidavit Declaring Amount of Capital Contribution for Mid-Cape Ltd.

Also enclosed is our checks in the amount of \$87.50 for filing fee and \$1,108.80, capital contribution fee.

Very truly yours,


Doris J. Harlach
Legal Assistant

:djh
encls.

CERTIFICATE OF LIMITED PARTNERSHIP
MID-CAPE LTD., a limited partnership

The undersigned, for the purposes of forming a limited partnership, under the Florida Uniform Limited Partnership Act, does hereby adopt the following:

1. The name of the limited partnership is MID-CAPE LTD.
2. The address of the office and the name and address of the agent for service of process required to be maintained by Section 620.105 is as follows:

TERRIS T. LEVAN 2159 Andrea Lane
 Unit D-4
 Ft. Myers, FL 33912

3. The name and the business address of each general partner is as follows:

K-L Enterprises of South Florida, Inc.
a Florida corporation
2159 Andrea Lane, Unit D-4
Ft. Myers, FL 33912

997000087646

4. The mailing address for the limited partnership is as follows:

2159 Andrea Lane, Unit D-4, Ft. Myers, Florida 33912.

5. The latest date upon which the limited partnership is to dissolve is 50 years from the filing of this Certificate of Limited Partnership.

K-L ENTERPRISES OF SOUTH
FLORIDA, INC., GENERAL PARTNER

BY 
TERRIS T. LEVAN, PRESIDENT

FILED STATE
SECRETARY OF CORPORATIONS
9100116 PM 2:05

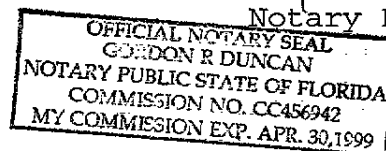
STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 23 day of October, 1997, by TERRIS T. LEVAN, who provided drivers license as identification, or who is personally known to me and who did take an oath.

sign
print name

Notary Public

My Commission Expires:



(Seal)

ACCEPTANCE BY REGISTERED AGENT

The undersigned is familiar with the statutory requirements of and hereby accepts appointment as the Registered Agent of MID-CAPE LTD., a limited partnership, as contained in the foregoing Certificate of Limited Partnership.

TERRIS T. LEVAN

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT 14 PM 2:05

AFFIDAVIT DECLARING AMOUNT OF
CAPITAL CONTRIBUTIONS FOR
MID-CAPE LTD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 14 PM 2:05

STATE OF FLORIDA
COUNTY OF LEE

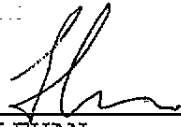
Before me, a duly commissioned Notary Public in and for the
State and County aforesaid, personally appeared TERRIS T. LEVAN,
who, after being duly sworn as required by law, deposes and says:

1. Affiant is the President of K-L Enterprises of South
Florida, Inc., which is the sole corporate general partner of Mid-
Cape Ltd.

2. To date, the limited partners have made no capital
contribution to the limited partnership.

3. After formation, it is anticipated that the limited
partners will contribute capital in the total amount of
\$158,400.00.

FURTHER AFFIANT SAYETH NOT.



TERRIS T. LEVAN

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 13th
day of October, 1997, by TERRIS T. LEVAN, who provided
drivers license as identification, or who is personally known to me
and who did take an oath.

sign

print name


Notary Public

My Commission Expires:

(Seal)

OFFICIAL NOTARY SEAL
GORDON R DUNCAN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC436942
MY COMMISSION EXP. APR. 20, 1999