



THE UNITED STATES CORPORATION COMPANY

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ACCOUNT NO. DIVISION OF CORPORATIONS 2100000032

REFERENCE : 563754 4344048

AUTHORIZATION : Patricia Pappas
COST LIMIT : \$ 87.50

FILED 97 OCT 15 PM 2:00
DIVISION OF CORPORATIONS
SECRETARY OF STATE

ORDER DATE : October 14, 1997

ORDER TIME : 9:47 AM

ORDER NO. : 563754-010

CUSTOMER NO: 4344048

CUSTOMER: Julie Accinno, Legal Asst
PEABODY & ARNOLD

600002320836--0

50 Rowes Wharf

Boston, MA 02110

DOMESTIC FILING

NAME: CHANCELLOR PARTNERS LIMITED
PARTNERSHIP II

EFFECTIVE DATE:

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: Daniel W Leggett

EXAMINER'S INITIALS:

10/15/97
DK

**CERTIFICATE OF
LIMITED PARTNERSHIP
OF
CHANCELLOR PARTNERS LIMITED PARTNERSHIP II**

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97 OCT 15 PM 2:00

For the purpose of forming the Chancellor Partners Limited Partnership II, the undersigned

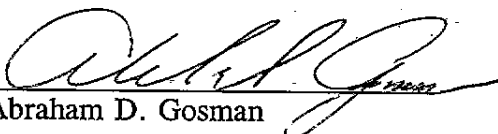
General Partner certifies:

1. The name of the Partnership is the Chancellor Partners Limited Partnership II.
2. The purposes of the Partnership shall be (a) to engage in the business of buying, selling, investing and trading in stocks, bonds, real estate, securities and other investments, including but not limited to newly formed private companies, closely held partnerships, corporations, limited liability companies, or other business ventures, and to engage in any other business or activities incidental or related to the foregoing, and (b) to engage in any business or activity which may be lawfully carried on by a limited partnership under the provisions of Florida law. The Partnership may engage in any activity related to the foregoing purposes and will not engage in any other business or activity without the written consent of the Limited Partners.
3. The address of the Partnership's office in Florida and its mailing address is: 513 North County Road, Palm Beach, FL 33480. The name and address of the Partnership's agent for service of process is: Abraham D. Gosman, 513 North County Road, Palm Beach, FL 33480.
4. The name and business address of the General Partner is:

Abraham D. Gosman
513 North County Road
Palm Beach, FL 33480
5. The latest date upon which the Partnership is to dissolve is December 31, 2047.

IN WITNESS WHEREOF the undersigned, as General Partner of the Partnership, has caused this Certificate of Limited Partnership to be duly executed as of this 7th day of October, 1997.

GENERAL PARTNER:


Abraham D. Gosman

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

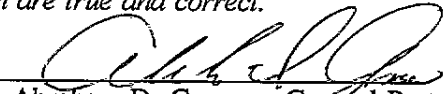
The undersigned **Abraham D. Gosman**, being the sole general partner of **Chancellor Partners Limited Partnership II**, a Florida limited partnership, hereinafter referred to as the "Partnership", certifies as follows:

1. The amount of capital contributions of the limited partners to date is \$990.
2. The ^{total} anticipated amount of the capital contributions of the limited partners ~~that are allocated for the purposes of transacting business in Florida~~ is \$990.

Signed this 7th day of October, 1997.

FURTHER AFFIANT SAYETH NOT.

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


Abraham D. Gosman, General Partner

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