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The Law Offices of Jack Sacks, P.A.

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October 22, 1997

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: WINDSOR FAMILY MANAGEMENT, L.T.D.

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-10/23/97--01072--001
****140.00 ****140.00

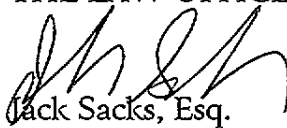
Dear Sir or Madam:

Enclosed is the certificate of Limited Partnership for Windsor Family Management, L.T.D., a Florida Limited Partnership for filing with the Secretary of State.

Also enclosed is our check made payable to the Secretary of State in the amount of \$140.00 representing the filing fee of \$87.50 and the certified copy fee of \$52.50.

We request that a certified copy of the Certificate of Limited Partnership be immediately returned to our office in the enclosed pre-addressed fedex envelope. If you have any questions, please do not hesitate to call our office.

Sincerely yours,
THE LAW OFFICE OF JACK SACKS, P.A.


Jack Sacks, Esq.
For the Firm

Name Availability	
Document Examiner	DCC
Updater	DCC
Updater Verifier	C
Acknowledgements	DCC
W. P. Verifier	DCC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

100.00

ORIGINAL

CERTIFICATE OF LIMITED PARTNERSHIP
OF

WINDSOR FAMILY MANAGEMENT, LTD.
a Florida limited partnership

The undersigned general partner desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby state the following:

1. The name of the limited partnership is WINDSOR FAMILY MANAGEMENT, LTD. (the "Partnership").

2. The address of the office of the Partnership is 106 SE 17TH AVENUE, CAPE CORAL, FLORIDA 33990.

3. The name and address of the agent for service of process on the Partnership is WINDSOR FAMILY MANAGEMENT CORP., 106 SE 17TH AVENUE, CAPE CORAL, FLORIDA 33990.

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

PA70000088817
WINDSOR FAMILY MANAGEMENT CORP., 106 SE 17TH AVENUE, CAPE CORAL, FLORIDA 33990

5. The mailing address of the Partnership is 106 SE 17TH AVENUE, CAPE CORAL, FLORIDA 33990.

6. The latest date upon which the Partnership will dissolve is December 31, 2050.

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

This Certificate of Limited Partnership has been executed by the sole General Partner of WINDSOR FAMILY MANAGEMENT, LTD. this 21st day of OCTOBER, 1997.

GENERAL PARTNER:

WINDSOR FAMILY MANAGEMENT CORP.,
A FLORIDA CORPORATION

By: *[Signature]*
Title: PRESIDENT

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for WINDSOR FAMILY MANAGEMENT, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

Executed this 21st day of OCTOBER, 1997.

REGISTERED AGENT

WINDSOR FAMILY MANAGEMENT CORP.,
A FLORIDA CORPORATION

BY: 

TITLE President

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the general partners of WINDSOR FAMILY MANAGEMENT, 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 \$ 100,00.

Executed this 21st 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.

GENERAL PARTNER:

WINDSOR FAMILY MANAGEMENT CORP.,
A FLORIDA CORPORATION

By: 

Title: PRESIDENT

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TALLAHASSEE, FLORIDA