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JOEL REINSTEIN

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October 24, 1997

AIRBORNE

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

200002329922--3
-10/27/97--01044--001
***1785.00 ***1785.00

Re: The Colton Family Limited Partnership

Dear Sir:

Enclosed please find the following documents for filing regarding the above limited partnership:

1. Certificate of Limited Partnership.
2. Affidavit of Capital Contributions.
3. Acceptance of Appointment as Registered Agent.

CM

Also enclosed is a check in the amount of \$1,785, representing the maximum filing fee of \$1,750, and the \$35 registered agent fee.

We have also enclosed a copy of each of the above documents. Please return a stamped filed copy to the undersigned in the envelope provided.

Please contact the undersigned if you have any questions.

Thank you for your cooperation in this matter.

Sincerely,

Joel Reinstein

FILED
97 OCT 27 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JR/wsm
Enclosures
cc: Mr. and Mrs. Robert M. Colton

CERTIFICATE OF LIMITED PARTNERSHIP
THE COLTON FAMILY LIMITED PARTNERSHIP
A FLORIDA LIMITED PARTNERSHIP

The undersigned General Partner desiring to form a partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is THE COLTON FAMILY LIMITED PARTNERSHIP.
2. The address of the office of the Partnership is c/o Andrea Sue Colton, 4270 N.W. 24th Avenue, Boca Raton, FL 33431.
3. The name and address of the agent for service of process of the Partnership is Joel Reinstein, Esq., The Plaza, Suite 801, 5355 Town Center Road, Boca Raton, Florida 33486.
4. The name and business address of the General Partner is Andrea Sue Colton, 4270 N.W. 24th Avenue, Boca Raton, FL 33431.
5. The mailing address of the Partnership is 4270 N.W. 24th Avenue, Boca Raton, FL 33431.
6. The latest date upon which the Partnership shall dissolve is no later than December 31, 2045, unless the Partners agree to extend the term.

This Certificate is duly executed and is being filed in accordance with section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986).

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.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of The Colton Family Limited Partnership this 23 day of October, 1997.

THE COLTON FAMILY LIMITED
PARTNERSHIP

By: Andrea Sue Colton
Andrea Sue Colton, General Partner

STATE OF FLORIDA :

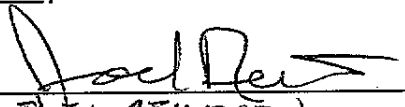
SS:

COUNTY OF PALM BEACH:

I hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared ANDREA SUE COLTON, to me known to be the person described in and who executed the foregoing Certificate of Limited Partnership, and she acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 23 day of October, 1997.

My commission expires:


Name: JOEL REINSTEIN
Notary Public, State of Florida

FamilyLP.cer

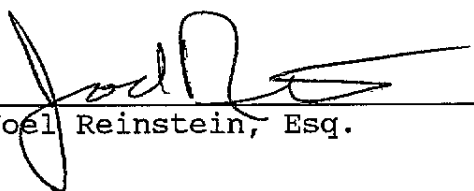


Joel Reinstein
MY COMMISSION # CC682867 EXPIRES
September 22, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for The Colton Family Limited Partnership, 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 the registered agent.

By: 
Joel Reinstein, Esq.

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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned, constituting the general partners of THE COLTON FAMILY LIMITED PARTNERSHIP, a Florida Limited Partnership, certifies as follows:

The amount contributed and anticipated to be contributed by the limited partners at this time totals One Million Nine
Hundred Thousand Dollars (\$1,900,000).

FURTHER AFFIANT SAYETH NOT.

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

THE COLTON FAMILY LIMITED
PARTNERSHIP

By: Andrea Sue Colton
Andrea Sue Colton, General Partner

STATE OF FLORIDA :

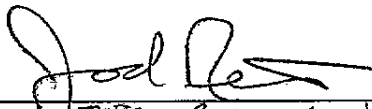
SS:

COUNTY OF PALM BEACH:

I hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Andrea Sue Colton, to me known to be the person described in and who executed the foregoing Affidavit of Capital Contributions, and she acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 23 day of October, 1997.

My commission expires:


Name: JOEL REINSTEIN
Notary Public, State of Florida



Joel Reinstein
MY COMMISSION # CC682867 EXPIRES
September 22, 2001
BONDED THRU TROY FAIR INSURANCE CO.

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TALLAHASSEE, FLORIDA