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TO: DIVISION OF CORPORATIONS

FROM: KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.

ACCT#: 073707002173

CONTACT: SANDY TOMLIN

PHONE: (954)966-2112

FAX #: (954)981-1605

NAME: APC MANAGEMENT COMPANY, LTD.

AUDIT NUMBER.....H97000018888

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0 PAGES..... 4

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CERTIFICATE OF LIMITED PARTNERSHIP

Pursuant to Section 620.108 of the Florida Statutes, the following statement is made:

1. The name of the Limited Partnership is APC MANAGEMENT COMPANY, 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 of the Florida Statutes is:

Robert M. Kramer
KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.
4000 Hollywood Blvd., Suite 485 So.
Hollywood, Florida 33021

3. The name and business address of the General Partner is:

John D. Briggs
7301-A West Palmetto Park Road
Boca Raton, Florida 33433

4. The mailing address for the Limited Partnership is:

c/o KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.
4000 Hollywood Blvd., Suite 485 So.
Hollywood, Florida 33021

5. The latest date upon which the Limited Partnership is to dissolve is December 31, 2038.

APC MANAGEMENT COMPANY, LTD.

BY: John D. Briggs
JOHN D. BRIGGS, General Partner

Prepared by: Robert M. Kramer, Bar No. 181940, 4000 Hollywood Boulevard, Suite 485 South, Hollywood, FL 33021, Phone: (954) 966-2112

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STATE OF FLORIDA }

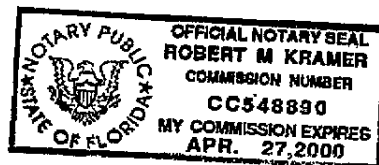
COUNTY OF BROWARD }

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 JOHN D. BRIGGS, General Partner of APC MANAGEMENT COMPANY, LTD., to me known to be the person described in and who executed the foregoing Certificate of Limited Partnership and he acknowledged before me that he executed the same. He is personally known to me and he took an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 12TH day of November, 1997.


NOTARY PUBLIC

(seal)



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LIMITED PARTNERSHIP AFFIDAVIT

STATE OF FLORIDA }
COUNTY OF BROWARD }

Pursuant to Section 620.108 of the Florida Statutes, the following statement is made:

1. The undersigned is the sole General Partner of APC MANAGEMENT COMPANY, LTD.

2. The amount of the original capital contributions of the Limited Partners is \$ 990.00. The additional amount anticipated to be contributed by the Limited Partners is \$0.

FURTHER AFFIANT SAYETH NAUGHT.

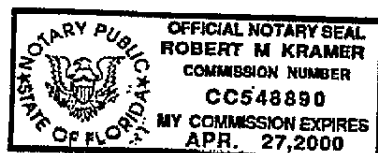
APC MANAGEMENT COMPANY, LTD.

BY: John D. Briggs
JOHN D. BRIGGS, General Partner

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 JOHN D. BRIGGS, General Partner, of APC MANAGEMENT COMPANY, LTD., to me known to be the person described in and who executed the foregoing Limited Partnership Affidavit and he acknowledged before me that he executed the same. He is personally known to me and he took an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 12TH day of November, 1997.Robert M. Kramer
NOTARY PUBLIC

(seal)



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KRAMR GREEN ZUCKERMAN KAHN

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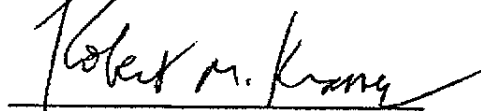
ACKNOWLEDGMENT OF APPOINTMENT OF REGISTERED AGENT

APC MANAGEMENT COMPANY, LTD.

The undersigned, having been named the Registered Agent for the above Limited Partnership at 4000 Hollywood Boulevard, Suite 485 South, Hollywood, Florida 33021, the undersigned hereby accepts the same and agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the registered office open.

Dated: November 12, 1997.

REGISTERED AGENT:



ROBERT M. KRAMER

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