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LAW OFFICES

WOLF, BLOCK, SCHORR AND SOLIS-COHEN LLP

TWELFTH FLOOR PACKARD BUILDING

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JENNIFER L. DOMBROWSKI

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November 20, 1997

VIA FEDERAL EXPRESS

Secretary of State of Florida

Corporate Records Bureau

Division of Corporations

409 East Gaines Street

Tallahassee, FL 32399

700002354127--2

-11/21/97--01073--004

****140.00 ****140.00

Re: PARCLAND ASSOCIATES, L.P.

Dear Sir:

Enclosed herewith for filing, please find the following:

1. Certificate of Limited Partnership for Parcland Associates, L.P.
2. A check in the amount of \$140.00, of which \$87.50 represents the filing fee and \$52.50 is for a certified copy.

When the foregoing has been filed, please forward the acknowledgement copy to the attention of the undersigned in the federal express package which is enclosed.

Thank you.

Very truly yours,

Jennifer L. Dombrowski

Jennifer L. Dombrowski

Corporate Assistant

Corporate Services Department

Jennifer GAVE

AUTHORIZATION BY PHONE TO

CONTACT *Sally* to *Ad.*

DATE *11/25/97*

DOC. EXAM. *dec*

Name	<i>11/25/97</i>
Availability	<i>dec</i>
Document Examiner	DCC
Updater	DCC
Updater Verifier	cc: <i>Harold Jacobs, Esquire</i>
Acknowledgement	DCC
W. P. Verifier	DCC

DSA-131629-1

PHILADELPHIA, PA

NORRISTOWN, PA

WILMINGTON, DE

CAMDEN, NJ

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FILED
97 NOV 26 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FL 32399

TC
\$199.00

CERTIFICATE OF LIMITED PARTNERSHIP
OF

PARCLAND ASSOCIATES, LTD.

1. Parcland Associates, LTD.
(Name of Limited Partnership; must contain a suffix such as "Limited",
"Ltd.", or "Limited Partnership")
2. c/o The Goodman Company, 777 S. Flagler Drive, West Palm Beach, FL 33401
(The Business Address of Limited Partnership)
3. William Shewalter
(Name of Registered Agent for Service of Process)
4. Suite 1101, 777 S. Flagler Drive, West Palm Beach, FL 33401
(Florida Street Address for Registered Agent)
5. Acceptance by the Registered Agent for Service of Process.


(Officer Must Sign on This Line)

William Shewalter, Registered Agent
(Type Name and Title of Officer)
6. c/o The Goodman Company, 777 S. Flagler Drive, West Palm Beach, FL 33401
(The Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2090

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97 NOV 21 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Cont'd)

8. NAME OF GENERAL PARTNER(S)

SPECIFIC ADDRESS

Parcland, LLC

c/o The Goodman Company, 777 S. Flagler Drive
West Palm Beach, FL 33401

L970000001318

Signed this 20th day of November, 1997
Signature of all general partners:

PARCLAND, LLC, by its managing member

PARCLAND GP, INC.

By:

General Partner


Garry L. Witt, President

General Partner

General Partner

General Partner

General Partner

FILED
97 NOV 21 PM 2:30
SECRET
TALLAHASSEE, FL
DA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the general partners of

PARCLAND ASSOCIATES, LTD., a Florida Limited Partnership, certify as follows:

The amount of capital contributions to date of the limited partners is \$ 199.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 199.00.

This 20th day of November, 19 97.

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

General Partner

General Partner

PARCLAND, LLC, by its managing member
PARCLAND GP, Inc.

By: _____

General Partner

Garry L. Witt, President

General Partner

FILED
NOV 21 PM 12:30
CLERK OF STATE
TALLAHASSEE, FLORIDA