



THE UNITED STATES
CORPORATION
COMPANY

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DIVISION OF CORPORATIONS
97 DEC 24 PM 1:08

ACCOUNT NO. : 072100000032

REFERENCE : 648983 6179A

AUTHORIZATION :

Patricia Project

COST LIMIT : \$ 140.00

ORDER DATE : December 24, 1997

ORDER TIME : 11:18 AM

ORDER NO. : 648983-005

CUSTOMER NO: 6179A

CUSTOMER: Shirley Stevens, Legal Asst.
WEISS & HANDLER, P.A.

900002382349--6

Suite 218 A
2255 Glades Road
Boca Raton, FL 33431-7383

DOMESTIC FILING

NAME: MID-COUNTY PROPERTY PARTNERS,
LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

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CERTIFICATE OF LIMITED PARTNERSHIP
OF

MID-COUNTY . PROPERTY PARTNERS, LTD.

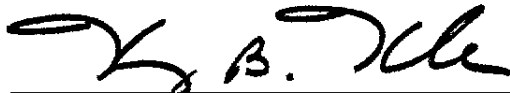
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THE UNDERSIGNED, being desirous of forming a limited partnership pursuant to the laws of the State of Florida, does hereby certify as follows:


1. The name of the Partnership shall be MID-COUNTY PROPERTY PARTNERS, LTD.
2. The address of the office and the name and address of the agent for service of process is Henry B. Handler, Esq., Weiss & Handler, P. A., 2255 Glades Road, Suite 218A, Boca Raton, Florida 33431.
3. The name of the only general partner of the Partnership is Henward Property Associates, Inc. The business address of the general partner is 2255 Glades Road, Suite 218A, Boca Raton, Florida 33431.
4. The mailing address of the Partnership is 2255 Glades Road, Suite 218A, Boca Raton, Florida 33431.
5. The latest date upon which the Partnership is to be dissolved is December 23, 2027.

SIGNED THIS 23rd day of December, 1997.

HENWARD PROPERTY ASSOCIATES,
INC., a Florida corporation,
general partner


HENRY B. HANDLER, President

HAVING BEEN named as registered agent and to accept service of process for the above stated limited partnership, I hereby accept the obligation of my position as registered agent.


HENRY B. HANDLER

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**AFFIDAVIT OF CAPITAL CONTRIBUTION
FOR**

MID-COUNTY PROPERTY PARTNERS, LTD.

THE UNDERSIGNED, constituting the sole general partner of MID-COUNTY PROPERTY PARTNERS, LTD., a Florida limited partnership, certifies as follows:

1. The amount of capital contributions to date of the limited partners is One Thousand (\$1,000.00) Dollars.

2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals Three Thousand (\$3,000.00) Dollars.

SIGNED THIS 23rd day of December, 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.

HENWARD PROPERTY ASSOCIATES,
INC., a Florida corporation

By: 
HENRY B. HANDLER, President