

Dec. 30 1997 4:28PM

No. 3955 P. 1/4

12/30/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000021388-37))

TO: DIVISION OF CORPORATIONS
FROM: TRIPP, SCOTT, CONKLIN & SMITH
CONTACT: MIKE GIEHL
PHONE: (954) 525-7500

FAX #: (850) 922-4000

ACCT#: 075350000065

FAX #: (954) 761-8475

NAME: VERO W.G. KINGS, LTD.
AUDIT NUMBER.....H97000021388
DOC TYPE.....FLORIDA LIMITED PARTNERSHIP
CERT. OF STATUS..0 PAGES..... 3
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE...\$1,221.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

FILED
DEC 30 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A97-2928

Name	CR-1231
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

RECEIVED
97 DEC 30 PM 4:40
DIVISION OF CORPORATIONS

Dec. 30. 1997 4:28PM

No. 3955- P. 2/4

H97000021388

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
VERO W.G. KINGS, LTD.**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

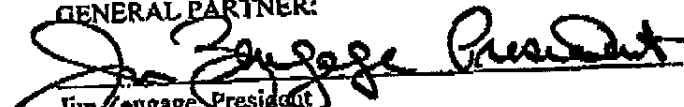
1. The name of the limited partnership ("Partnership") is: Vero W.G. Kings, Ltd.
2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act") is: 75 NE 6th Avenue, #214, Delray Beach, Florida 33483, Attn. Jim Zengage.
3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is: Jim Zengage of 75 NE 6th Avenue, #214, Delray Beach, Florida 33483.
4. The name and business address of the General Partner of the Partnership is as follows:

Retail Concepts, Inc.
75 NE 6th Avenue, #214
Delray Beach, Florida 33483
Attn. Jim Zengage
5. A mailing address for the Partnership is as follows:

75 NE 6th Avenue, #214
Delray Beach, Florida 33483
Attn. Jim Zengage
6. The latest date upon which the Partnership is to dissolve is on January 1, 2060, unless otherwise continued in accordance with the terms of an Amendment to this Certificate of Limited Partnership.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal to this Certificate this 19th day of December, 1997.

GENERAL PARTNER:


Jim Zengage, President
Retail Concepts, Inc.

Prepared by:

Drake M. Batchelder, Esq.
Bar No: 117273
Tripp, Scott, Cooklin & Smith
110 SE 6th Street, 15th Floor
Fort Lauderdale, Florida 33301
(954) 525-7500

H97000021388

FILED
97 DEC 30 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Dec. 30. 1997 4:28PM

No. 3955 P. 3/4

H97000021388

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

THE UNDERSIGNED, named as the agent for service of process in paragraph three of the Certificate of Limited Partnership of Vero W.G. Kings, Ltd., hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act (1986).


Jim Zengage

FILED
97 DEC 30 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H97000021388

H97000021388

**AFFIDAVIT DECLARING AMOUNT OF
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF
VERO W.G. KINGS, LTD.**

BEFORE ME, the undersigned President of the sole General Partner of Vero W.G. Kings, Ltd., a Florida limited partnership ("Partnership"), certify as follows:

The limited partners' contributions to the Partnership total \$ 162,000.00 at this time and it is anticipated that future contributions of limited partners is \$ -0-

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.


FURTHER AFFIANT SAYETH NOT.

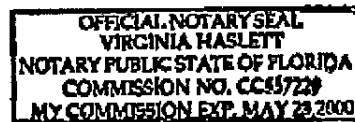
Under the penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.


Jim Zengage, President
Retail Concepts, Inc., General Partner

STATE OF FLORIDA
COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me this 19 day of December, 1997, by Jim Zengage, who is personally known to me or who has produced _____ as identification.


Notary Public, State of Florida
My Commission Expires:



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 DEC 30 PM 4:45

FILED

H97000021388