



THE UNITED STATES
CORPORATION
COMPANY

A98000000007

ACCOUNT NO. : 072100000032

REFERENCE : 649823 11303A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
DEC 26 AM 10:46

ORDER DATE : December 26, 1997

ORDER TIME : 10:29 AM

ORDER NO. : 649823-005

CUSTOMER NO: 11303A

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-12/30/97-01049-007
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800002385848--5
-12/30/97-01049-008
*****35.00 *****35.00

CUSTOMER: Ms. Susan Cascio
OSBORNE OSBORNE & DECLAIRE,
P.A.
P. O. Drawer 40
798 S Federal Highway, Ste 100
Boca Raton, FL 33429-9974

W97-28709

DOMESTIC FILING

NAME: BARRINGTON FAMILY HOLDINGS,
LTD.

EFFECTIVE DATE: 7

Name
Availability
Document Examiner
Updater
Updater Verifier
Acknowledgement
W. P. Verifier

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: Daniel W Leggett

EXAMINER'S INITIALS:

LP-1785.W
CERT 52.50 LP 1837

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 26 AM 10:46

December 26, 1997

DANIEL W. LEGGETT
CSC
TALLAHASSEE, FL

SUBJECT: BARRINGTON FAMILY HOLDINGS, LTD.
Ref. Number: W97000028709

RESUBMIT

Please give original
submission date as file date.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 26 AM 10:46

We have received your document for BARRINGTON FAMILY HOLDINGS, LTD. and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective day must be specific and cannot be prior to the date of filing.

Pursuant to section 620.108, Florida Statutes, an affidavit declaring the amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners must accompany the certificate of limited partnership. The affidavit must be signed by all general partners.

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 397A00060499

FILED
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DIVISION OF CORPORATIONS
97 DEC 27 PM 3:53



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 26 AM 10:46

December 30, 1997

DANIEL W. LEGGETT
CSC
TALLAHASSEE, FL

SUBJECT: BARRINGTON FAMILY HOLDINGS, LTD.
Ref. Number: W97000028709

RESUBMIT

Please give original
submission date as file date.

Please backdate!

We have received your document for BARRINGTON FAMILY HOLDINGS, LTD.
and your check(s) totaling \$1837.50. However, the enclosed document has not
been filed and is being returned for the following correction(s):

The AFFIDAVIT is still not clear. We need someone to type STATEMENTS.

First -- THE LIMITED PARTNER CONTRIBUTIONS TO DATE TOTAL
8.5 mil. Second -- THE AMOUNT CONTRIBUTED AND ANTICIPATED TO BE
CONTRIBUTED BY THE LIMITED PARTNERS TOTALS 8.5 mil."

The partnership filing fee will be based on the second amount. NO GENERAL
PARTNER CONTRIBUTIONS are to be included in these amounts.

Please return your document, along with a copy of this letter, within 60 days or
your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call
(850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 897A00060821

897A00060821
DEC 26 1997
AM 10:46

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DIVISION OF CORPORATIONS
97 DEC 26 AM 10:46

CERTIFICATE OF LIMITED PARTNERSHIP
OF
BARRINGTON FAMILY HOLDINGS, LTD.
a Florida limited partnership

The undersigned, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.108, Florida Statutes, hereby state(s) the following:

1. The name of the Partnership is BARRINGTON FAMILY HOLDINGS, LTD.
2. The street address of the office of the Partnership is 3100 N.E. 46th Street, Lighthouse Point, Florida 33064.
3. The name and street address of the agent for service of process on the Partnership are R. Brady Osborne, Jr., Attorney at Law, Osborne, Osborne & deClaire, P.A., 798 South Federal Highway, Suite 100, Boca Raton, Florida 33429.
4. The names and business addresses of the general partners are as follows:

<u>Name</u>	<u>Address</u>
Bruce D. Barrington	3100 N.E. 46th Street Lighthouse Point, FL 33064
Gayle M. Barrington	3100 N.E. 46th Street Lighthouse Point, FL 33064

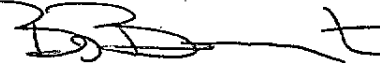
5. The mailing address of the Partnership is 3100 N.E. 46th Street, Lighthouse Point, Florida 33064.
6. The latest date upon which the Partnership shall dissolve is December 31, 2096.
7. The effective date of this Certificate of Limited Partnership shall be effective upon filing.
8. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by at least one of the general partners, Bruce D. Barrington or Gayle M. Barrington.

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The execution of this certificate by the undersigned general partners 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 all of the general partners of BARRINGTON FAMILY HOLDINGS, LTD. this 27th day of December, 1997.

General Partners:



BRUCE D. BARRINGTON



GAYLE M. BARRINGTON

ACKNOWLEDGMENT

Pursuant to Section 620.105, Florida Statutes, the following is submitted:

Having been named to accept service of process for BARRINGTON FAMILY HOLDINGS, LTD., a Florida limited partnership, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations as set forth pursuant to applicable law.


R. BRADY OSBORNE, JR.

AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA)
) ss.:
COUNTY OF PALM BEACH)

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Pursuant to F.S. 620.108, we the undersigned general partners hereby declare upon
our oath the following to be the capital contributions of the limited partners as follows:


<u>Partner</u>	<u>Address</u>	<u>Agreed Value of Capital Contribution</u>	<u>General Partner Units</u>	<u>Limited Partner Units</u>
General Partners:				
Bruce D. Barrington Gayle M. Barrington, his wife as Tenants by the Entireties	3100 N.E. 46th Street Lighthouse Point, FL 33064	\$8,500,002*	2 @ \$1.00	
Limited Partners:				
Bruce D. Barrington Gayle M. Barrington, his wife as Tenants by the Entireties	3100 N.E. 46th Street Lighthouse Point, FL 33064			20.238 @ \$420,000 ea.

* Representing an assigned general partnership interest from Hawk's Cay Investors, Ltd. to Bruce D. Barrington and Gayle M. Barrington of a value of \$8,500,000 as determined from the self-contained appraisal report dated August 28, 1997, prepared by Waronker and Associates, Inc. for NationsBank. Because of the bulk of this document, it is not appended hereto, but is available for inspection.

\$2.00 representing payment for the general partner shares was in hand paid at the ensembling of this Agreement. The limited partner contributions to date total \$8,500,000. The amount contributed and anticipated to be contributed by the limited partners totals \$8,500,000.

FURTHER AFFIANTS SAYETH NAUGHT:



BRUCE D. BARRINGTON


GAYLE M. BARRINGTON

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STATE OF FLORIDA)
) ss.:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged and sworn to before me by BRUCE D. BARRINGTON, as indicated below:

- () who is personally known to me;
- () who produced _____
as identification;
- () who is personally known to a credible witness as evidenced by a sworn
written statement;

on this 24th day of December, 1997.



Notary Public

STATE OF FLORIDA)
) ss.:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged and sworn to before me by GAYLE M. BARRINGTON, as indicated below:

- () who is personally known to me;
- () who produced _____
as identification;
- () who is personally known to a credible witness as evidenced by a sworn
written statement;

on this 24th day of December, 1997.



Notary Public