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LOWNDES DROSDICK

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1/16/98 FLORIDA DIVISION OF CORPORATIONS 3:14 PM
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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036
CONTACT: KYLE L WHITE
PHONE: (407)843-4600 FAX #: (407)843-4444

NAME: EVEST PROPERTIES, LTD.
AUDIT NUMBER.....F98000001111
DOC TYPE.....FLORIDA LIMITED PARTNERSHIP
CERT. OF STATUS..0 PAGES..... 3
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** ENTER 'M' FOR MENU. **
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****PLEASE NOTE THIS PARTNERSHIP MUST HAVE AN EFFECTIVE
FILING DATE OF JANUARY 16, 1998. THE GENERAL PARTNER, eVEST
PROPERTIES CORP. WAS FILED EARLIER TODAY UNDER AUDIT NO.
H98000001087.****

Name Availability	
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TC
\$141,980.00

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
eVEST PROPERTIES, LTD.

The undersigned, hereby makes and files with the Secretary of State of the State of Florida, this Certificate of Limited Partnership for the purpose of forming a limited partnership for profit in accordance with the laws of the State of Florida.

1. NAME OF PARTNERSHIP. The name of the partnership shall be eVEST PROPERTIES, LTD.

2. LOCATION OF PRINCIPAL PLACE OF BUSINESS. The principal place of business of the partnership shall be located at 1313 W. Fairbanks Avenue, Winter Park, Florida 32789 or at such other place or places as the General Partner shall from time to time determine.

3. NAME AND ADDRESS OF THE AGENT FOR SERVICE OF PROCESS.

Aaron J. Gorovitz, 215 North Eola Drive, Orlando, Florida 32801.

4. NAME AND BUSINESS ADDRESS OF EACH GENERAL PARTNER.

eVEST PROPERTIES CORP.
1313 West Fairbanks Avenue
Winter Park, Florida 32789

5. MAILING ADDRESS OF THE LIMITED PARTNERSHIP.

1313 West Fairbanks Avenue
Winter Park, Florida 32789

This document was prepared by:

Aaron J. Gorovitz

378100

Florida Bar Number:

Lowndes, Drosdick, Doster, Kantor & Reed, P.A.

P.O. Box 2809

Orlando, Florida 32802-2809

(407) 843-4600

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6. TERM. The partnership shall be dissolved on December 31, 2028 unless sooner dissolved and terminated prior to such date as provided in the Limited Partnership Agreement of the partnership.

EXECUTED this 16th day of January, 1998.

GENERAL PARTNER

eVEST PROPERTIES CORP.

By:

Gregory Markow
Gregory Markow, President

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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF LIMITED PARTNERS' CONTRIBUTIONS

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.108, the undersigned certifies that the capital contributions of the Limited Partners of eVEST PROPERTIES, LTD. are \$1980.00. The anticipated amount of additional capital contributions of the Limited Partners is \$140,000.00.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and know the contents thereof and the facts stated herein are true and correct.

EXECUTED this 16th day of January, 1998.

GENERAL PARTNER:

eVEST PROPERTIES CORP

By: Gregory Markow
Gregory Markow, President

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, Aaron J. Gorovitz accepts his designation as Registered Agent for eVEST PROPERTIES, LTD. and the obligations imposed on him as Registered Agent pursuant to the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.

EXECUTED this 16th day of January, 1998.

Aaron J. Gorovitz
Registered Agent