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1116 D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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CERTIFIED COPY CUS

PHOTO COPY FILING Ltd.

1.) MSSE Partnership, Ltd. (CORPORATE NAME & DOCUMENT #)

2.) (CORPORATE NAME & DOCUMENT #)

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3.) (CORPORATE NAME & DOCUMENT #)

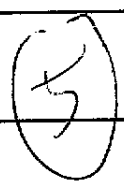
4.) (CORPORATE NAME & DOCUMENT #)

5.) (CORPORATE NAME & DOCUMENT #)

6.) (CORPORATE NAME & DOCUMENT #)

RECEIVED 98 FEB -4 AM 11:48 DEPT. MOUNTAIN STATE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA

7.) (CORPORATE NAME & DOCUMENT #)



8.) (CORPORATE NAME & DOCUMENT #)

Handwritten initials BJK

9.) (CORPORATE NAME & DOCUMENT #)

10.) (CORPORATE NAME & DOCUMENT #)

Handwritten notes: 2/4/98 LP-1785.00 CERT 52.50

SPECIAL INSTRUCTIONS

Handwritten initials BJK and date 2/4/98

CERTIFICATE OF LIMITED PARTNERSHIP
OF
MSSE PARTNERSHIP, LTD

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DIVISION OF CORPORATIONS
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THE UNDERSIGNED, desiring to form the Limited Partnership of MSSE PARTNERSHIP, LTD. (the "Partnership"), pursuant to the Revised Uniform Limited Partnership Act of the State of Florida, hereby adopts, files, swears to and certifies this Certificate:

1. Name. The name of the Partnership is MSSE PARTNERSHIP, LTD. (the "Partnership").

2. Location of the Principal Office and Mailing Address of the Partnership. The principal office of the Partnership is located at and its mailing address is 1373 N.W. Coconut Point Lane, Stuart, Florida 34994.

3. Agent for Service of Process. The name and address of the agent for service of process on the Partnership shall be Mark P. Ettinger, 1373 N.W. Coconut Point Lane, Stuart, Florida 34994.

4. Name and Business Address of the General Partner. The name and business address of the General Partner are as follows:

MSSE, Inc.
1373 N.W. Coconut Point Lane
Stuart, Florida 34994

998000008705

5. Term of the Partnership. The Partnership shall continue in existence until 11:59 P.M. on December 31, 2048, unless sooner terminated, liquidated or dissolved by law or in accordance with the Partnership Agreement.

6. Real Property. A conveyance or encumbrance of real property or any interest therein held in the name of the Partnership, and any other instrument affecting title to real property in which the Partnership has an interest, shall be executed in the Partnership's name by the General Partner.

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, the parties hereby have sworn to and signed and will cause to be duly filed this Certificate of Limited Partnership. This Certificate is executed this ____ day of January, 1998.

MSSE, INC.,
General Partner

(CORPORATE SEAL)

By: Mark P. Ettinger
Mark P. Ettinger, President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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BEFORE ME, the undersigned, personally appeared MARK P. ETTINGER, as President of MSSE, INC., General Partner of MSSE PARTNERSHIP, LTD., a Florida limited partnership hereinafter referred to as the "Partnership", who, upon being duly sworn, certifies on behalf of the General Partner and the Partnership as follows:

1. At this time, no capital has yet been contributed to the Partnership by the limited partners.
2. It is anticipated that the aggregate amount of capital to be contributed to the Partnership by the limited partners will total Four Million and No/100 Dollars (\$4,000,000.00).

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

Signed, sealed and delivered
in the presence of:

MSSE PARTNERSHIP, LTD.
By: MSSE, Inc., General Partner

Deborah K. Welch
Barbara L. Welch

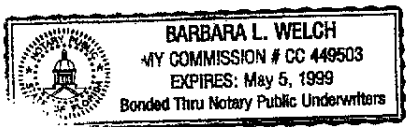
By: *Mark P. Ettinger*
Mark P. Ettinger, President

STATE OF FLORIDA)
COUNTY OF MARTIN)

The foregoing instrument was acknowledged before me this 26th day of January, 1998, by Mark P. Ettinger, as President of MSSE, INC., the general partner of MSSE PARTNERSHIP, LTD.

 Personally Known
OR

Produced Identification; Type of Identification Produced: *FL Drivers License*



Barbara L. Welch
Signature of Notary Public

Barbara L. Welch
Name of Notary Public

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

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DIVISION OF CORPORATIONS
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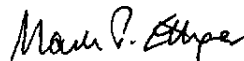
In compliance with Section 620.192, Florida Statutes, the following is submitted:

MSSE PARTNERSHIP, LTD., a limited partnership formed pursuant to the laws of the State of Florida with its registered office at 1373 N.W. Coconut Point Lane, Stuart, Florida 34994, has named and designated Mark P. Ettinger as its Registered Agent to accept service of process within the State of Florida at said address.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named 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 relating to the proper and complete performance of my duties as Registered Agent.

Dated this 26 day of January, 1998.



Mark P. Ettinger
Registered Agent