



THE UNITED STATES
CORPORATION
COMPANY

A980000000384

ACCOUNT NO. : 072100000032

REFERENCE : 700480 9429A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 10, 1998

ORDER TIME : 10:27 AM

ORDER NO. : 700480-005

CUSTOMER NO: 9429A

CUSTOMER: Debbie A. Borgh, Legal Asst
ALFORD BARBER & MARIANI

1550 S. Highland Avenue

Clearwater, FL 33756

DOMESTIC FILING

NAME: D.M.R., LTD.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS: *2/10/98*

LP-1,785

600002426646-16
-02/10/98-01049-015
***1750.00 ***1750.00

600002426646-16
-02/10/98-01049-016
*****35.00 *****35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 10 PM 1:16

RECEIVED
98 FEB 10 AM 11:40
DIVISION OF CORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned General Partner hereby makes and files this Certificate of Limited Partnership for D.M.R., LTD., hereinafter referred to as the Partnership.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 19 PM 1:16

1. Name of Partnership. The name of the Partnership is D.M.R., LTD.

2. Office Address. The office address of the Partnership is 10103 Ninth Street North, Suite A, St. Petersburg, Florida 33716.

3. Registered Agent. The street address of the initial registered agent for service of process of the Partnership shall be 10103 Ninth Street North, Suite A, St. Petersburg, Florida 33716, and the name of the initial registered agent at said address shall be DANIEL M. DOYLE, Jr.

4. Name and Address of General Partner. In accordance with Section 620.108, Florida Statutes, the name and address of the General Partner are as follows:

M.K.C., INC.
10103 Ninth Street North, Suite A
St. Petersburg, Florida 33716

pg 4 000070253

5. Mailing Address. The mailing address for the Partnership is as follows:

10103 Ninth Street North, Suite A
St. Petersburg, Florida 33716

6. Term. The Partnership shall commence on the date on which this Certificate of Limited Partnership is filed with the Florida Secretary of State. The Limited Partnership shall continue until the fiftieth (50th) anniversary of the initial filing date of the Certificate of Limited Partnership, unless sooner terminated as provided in the Limited Partnership Agreement.

THIS CERTIFICATE OF LIMITED PARTNERSHIP is executed by
the General Partner on the 9th day of February, 1998.

M.K.C., INC.


By: 

Daniel M. Doyle, Jr., as its
President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 10 PM 1:16

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 9th day
of February, 1998, by DANIEL M. DOYLE, JR., as President
of M.K.C., INC., a Florida corporation, as general partner of D.M.R., LTD.,
a Florida limited partnership, on behalf of the partnership. He is personally
known to me or has produced a Florida Driver's License as identification and
did not take an oath.

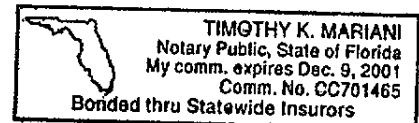


Name:

Notary Public

My Commission Expires:

Commission No:



**CERTIFICATE OF DESIGNATION AND ACCEPTANCE
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 620.105, Florida Statutes, the following Limited Partnership, organized under the laws of the State of Florida, submits this statement for the purpose of designating the registered office/registered agent in the State of Florida and evidencing the registered agent's acceptance of that position.

1. The name of the Limited Partnership is:

D.M.R., Ltd.

2. The name and address of the registered agent and office is:

Daniel M. Doyle, Jr.
10103 Ninth Street North, Suite A
St. Petersburg, FL 33716

SIGNATURE: M.K.C., INC.

By: 

Daniel M. Doyle, Jr., as its
President

TITLE: General Partner

DATE: 2/9, 1998

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: 

Daniel M. Doyle, Jr.

DATE: 2/9, 1998

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STATE
SECRETARY OF CORPORATIONS
98 FEB 10 PM 1:16

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

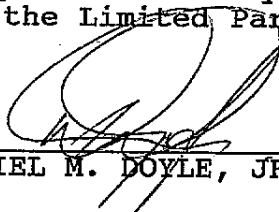
STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, the undersigned authority, personally appeared DANIEL M. DOYLE, JR. who, being duly sworn, made the following representations:

1. The affiant, Daniel M. Doyle, is the duly elected President of M.K.C., Inc., a Florida corporation.

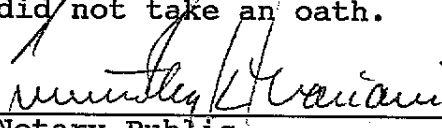
2. M.K.C., Inc. is the General Partner of D.M.R., Ltd. a Florida limited partnership.

3. The total amount of capital initially contributed and anticipated to be contributed by the Limited Partners to D.M.R., Ltd. is \$ 1,000,000.00.



DANIEL M. DOYLE, JR.

SWORN TO AND SUBSCRIBED before me this 9th day of February, 1998, by DANIEL M. DOYLE, JR., who is personally known to me or who has produced a Florida Driver's License as identification and did not take an oath.



Notary Public
State of Florida

