

ACCESS, INC.

A98 000000407

1111 The ... Road, Mount Vernon Square, ... 32307

P.O. ... 37066 (32315-7066) ... (850) 969-6666 . Fax (850) 2...-1666

WALK IN

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CERTIFIED COPY

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CUS

X FILING Ltd.

1.) Mattick Family Partnership, Ltd.

(CORPORATE NAME & DOCUMENT #)

000002432800--7

-02/17/98--01052--009

***1785.00 ***1785.00

2.) _____

(CORPORATE NAME & DOCUMENT #)

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3.) _____

(CORPORATE NAME & DOCUMENT #)

4.) _____

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(CORPORATE NAME & DOCUMENT #)

10.) _____

(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

A98-407

2-2-98

Name Availability [Signature]

Document Examiner [Signature]

Updater [Signature]

Updater Verifier [Signature]

Acknowledgment [Signature]

W. P. Verifier [Signature]

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MATTICK FAMILY PARTNERSHIP, LTD**

THE UNDERSIGNED, desiring to form the Limited Partnership of MATTICK FAMILY 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 MATTICK FAMILY 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 9335 Silver Lake Drive, Leesburg, Florida 34788.

3. Agent for Service of Process. The name and address of the agent for service of process on the Partnership shall be William A. Mattick, 9335 Silver Lake Drive, Leesburg, Florida 34788.

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

William A. Mattick
9335 Silver Lake Drive
Leesburg, Florida 34788

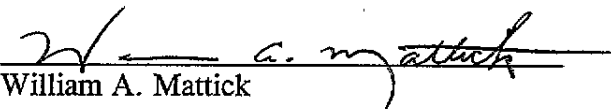
5. Term of the Partnership. The Partnership shall continue in existence until 11:59 P.M. on December 31, 2048, unless sooner terminated, liquidated or dissolved by law or in accordance with the Partnership Agreement.

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.

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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 February, 1998.



William A. Mattick
General Partner

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared William A. Mattick, as General Partner of MATTICK FAMILY PARTNERSHIP, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", who, upon being duly sworn, certifies on behalf of the Partnership as follows:

1. At this time, no capital has yet been contributed to the Partnership by the limited partners.

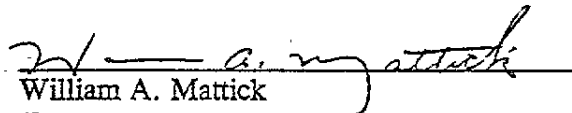
2. It is anticipated that the aggregate amount of capital to be contributed to the Partnership by the limited partners will total One Million Five Hundred Thousand Dollars and No/100 Dollars (\$1,500,000.00).

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:




William A. Mattick
General Partner

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 11th day of February, 1998,
by William A. Mattick, as General Partner of MATTICK FAMILY PARTNERSHIP, LTD.

Personally Known OR _____ Produced Identification _____
Type of Identification Produced: _____

NOTARY PUBLIC - STATE OF FLORIDA
VIRGINIA E. LIPSCOMB
COMMISSION # CC683141
EXPIRES 9/23/2001
BONDED THRU ASA 1-888-NOTARY1


Signature of Notary Public

Name of Notary Public

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

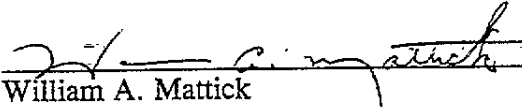
In compliance with Section 620.192, Florida Statutes, the following is submitted:

MATTICK FAMILY PARTNERSHIP, LTD., a limited partnership formed pursuant to the laws of the State of Florida with its registered office at 9335 Silver Lake Drive, Leesburg, Florida 34788, has named and designated William A. Mattick 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 11 day of February, 1998.


William A. Mattick
Registered Agent

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