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JAMES J. FREELAND
OF COUNSEL

January 28, 1998

Division of Corporations
Florida Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

Re: Cotton Family Limited Partnership

600002416996--7
-01/30/98-01040-001
***1785.00 ***1785.00

Dear Sir/Madam:

Enclosing herewith are the original and one (1) copy of the following documents:

- 1) Affidavit of Capital Contribution;
- 2) Certificate of Limited Partnership of The Cotton Family Limited Partnership a Florida Limited Partnership;
- 3) Acceptance of Appointment as Registered Agent; and
- 4) Check payable to the Florida Department of State in the amount of \$1,785.00 for filing fees.

Name	2/3/98
Availability	OK
Document Examiner	Thank you for your attention to this matter.
Updater	DCC
Updater Verityer	DCC
ckno pement	DCC
W. P. Verityer	DCC

Please stamp the copy as filed and return in the envelope enclosed.

Very truly yours,

Frances E. Phillips
Frances E. Phillips
Legal Assistant

FILED
FEB 7 AM 9:00
TALLAHASSEE, FLORIDA
DIVISION OF STATE

TC
\$4,000,000.00

A98000000429

W980000002380

AUGUST, COMITER & KULUNAS, P.A.

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February 9, 1998

Diane Cushing
Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Via: Certified/R.R.R.
P 425 495 964

Re: Cotton Family Limited Partnership
Reference number: W98000002380

Dear Ms. Cushing:

Pursuant to your correspondence, a copy of which is enclosed, regarding paragraph 3, wherein the name of the registered agent was erroneously recited, please find a revised Certificate of Limited Partnership of The Cotton Family Limited Partnership a Florida Limited Partnership for filing. Please accept my apology for any inconvenience this may have caused.

Very truly yours,


Frances E. Phillips
Legal Assistant

;fep
Encl.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 3, 1998

FRANCES E. PHILLIPS
AUGUST COMITER & KULUNAS, P.A.
250 AUSTRALIAN AVENUE, SOUTH, STE 1100
WEST PALM BEACH, FL 33401

SUBJECT: COTTON FAMILY LIMITED PARTNERSHIP
Ref. Number: W98000002380

We have received your document for COTTON FAMILY LIMITED PARTNERSHIP and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person that is listed as registered agent (Stan Cotton) must sign as registered agent.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 398A00005977

**CERTIFICATE OF LIMITED PARTNERSHIP OF
THE COTTON FAMILY LIMITED PARTNERSHIP
A FLORIDA LIMITED PARTNERSHIP**

The undersigned General Partner of THE COTTON FAMILY LIMITED PARTNERSHIP, a Florida limited partnership (the "General Partner") desires to form a partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is THE COTTON FAMILY LIMITED PARTNERSHIP.
2. The address of the office of the Partnership is 7770 Tahiti Lane, Suite 304, Lake Worth, Florida 33467.
3. The name and address of the agent for service of process of the Partnership is A. F. Cotton, Inc., 7770 Tahiti Lane, Suite 304, Lake Worth, Florida 33467.
4. The name and business address of the General Partner is AF COTTON, INC., 7770 Tahiti Lane, Suite 304, Lake Worth, Florida 33467.
5. The mailing address of the Partnership is 7770 Tahiti Lane, Suite 304, Lake Worth, Florida 33467.
6. The latest date upon which the Partnership shall dissolve is no later than December 31, 2018, unless the Partners agree to extend the term.
7. This Certificate shall be effective upon the filing of this Certificate with the State of Florida, Department of State.

This Certificate is duly executed and is being filed in accordance with section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986).

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, this Certificate of Limited Partnership has been executed by the General Partner of THE COTTON FAMILY LIMITED PARTNERSHIP this 17 day of January, 1998.

GENERAL PARTNER:

AF COTTON, INC.

By: Archie Cotton
ARCHIE COTTON, President

AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I, ARCHIE COTTON, as President of AF COTTON, INC., which corporation is the General Partner of THE COTTON FAMILY LIMITED PARTNERSHIP, a Florida limited partnership, hereinafter referred to as the "Partnership," being duly sworn, certifies as follows:

1. The amount of capital contributions to the Partnership made to date by its Limited Partners is zero. The total amount anticipated to be contributed by the Limited Partners at this time totals \$4,000,000.

Under penalties of perjury, I declare I have read the foregoing and the facts are true and correct, to the best of my knowledge and belief.

Dated: January 17 1998.

GENERAL PARTNER:

AF COTTON, INC.

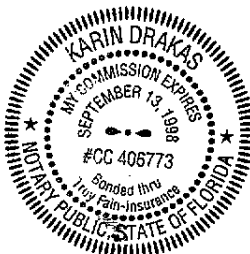
By: Archie Cotton
ARCHIE COTTON, President

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared ARCHIE COTTON, in his capacity as President of AF COTTON, INC., the General Partner of COTTON FAMILY LIMITED PARTNERSHIP known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contribution, and he acknowledged to me and before me that he executed this Affidavit freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state aforesaid this 17 day of January, 1998.

[SEAL]



[Signature]
Notary Public
State of Florida, at Large

Typed or Printed Name of Notary

FILED
98 FEB 17 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for THE COTTON FAMILY LIMITED PARTNERSHIP, a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, AF COTTON, INC., on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of the registered agent.

AF COTTON, INC., Registered Agent

By Archie Cotton
ARCHIE COTTON, President

Cotton.CLP

FILED
98 FEB 17 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA