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RONALD M. BARRON
(1945-1994)
OF COUNSEL
RICHARD MORTON

VIA FEDERAL EXPRESS

March 9, 1998

Department of State
Limited Partnerships Section
409 East Gaines Street
Tallahassee, Florida 32399

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-03/10/98-01057-004
*****87.50 *****87.50

Re: SMYRLES FAMILY LIMITED PARTNERSHIP
Our File No. 19630013

Dear Sir or Miss:

Enclosed, for filing, please find the original and one copy of the Certificate and Affidavit of Florida Limited Partnership of Smyrles Family Limited Partnership, together with our firm's check payable to the Florida Department of State in the sum of \$87.50.

Please acknowledge receipt of the foregoing by placing your receiving stamp on the enclosed copy of this letter and returning same to me. A stamped, self-addressed envelope is provided for your convenience.

Should you have any question regarding this matter, please do not hesitate to contact the undersigned.

Sincerely,

KATZ, BARRON, SQUITERO, FAUST
& BERMAN, P.A.

Sue J. Zimmerman
Sue Zimmerman, Paralegal

/sjz
enclosures
cc: Mr. James J. Smyrles
William D. Rohrer, Esq.
Richard B. Ivans, Esq.

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Document Examiner	DL
Updater	DL
Updater Verifier	DL
Acknowledgment	DL
W. P. Verifier	DL

CERTIFICATE AND AFFIDAVIT OF FLORIDA LIMITED
PARTNERSHIP OF SMYRLES FAMILY LIMITED PARTNERSHIP

JAMES J. SMYRLES (the "General Partner") hereby makes, acknowledges, and files this Certificate of Limited Partnership (the "Certificate") for SMYRLES FAMILY LIMITED PARTNERSHIP, a Florida limited partnership, hereinafter referred to as the "Partnership".

1. Name of Partnership: The name of the Partnership is SMYRLES FAMILY LIMITED PARTNERSHIP.

2. Mailing Address and Principal Place of Business of the Limited Partnership: The mailing address and principal place of business of the Limited Partnership is c/o 5865 Southwest 119th Street, Miami, Florida 33156. The General Partner shall promptly give notice to the other Partners of any change of mailing address.

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

JAMES J. SMYRLES
5865 Southwest 119th Street
Miami, Florida 33156

4. Effective Date: The Partnership will become effective upon the filing of this Certificate and shall terminate and dissolve no later than December 31, 2028.

5. Agent and Address for Service of Process: The Agent for service of process on the Partnership shall be JAMES J. SMYRLES at 5865 SW 119 St., Miami, FL 33156.

6. Capital Contributions: The undersigned herewith affirms that the total amount of Capital Contributions which the Limited

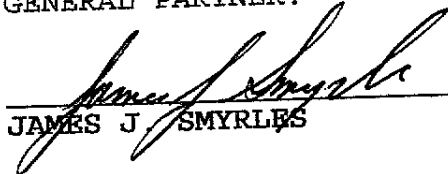
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Partners shall contribute is One Thousand (\$1,000.00) Dollars.

7. Anticipated Additional Contributions: No additional contributions are anticipated, other than as set forth in paragraph 6.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature and seal and swears to the foregoing as of the 6th day of March, 1998, in accordance with Florida Statutes Section 620.108.


GENERAL PARTNER:


JAMES J. SMYRLES

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared JAMES J. SMYRLES, who is personally known to me.

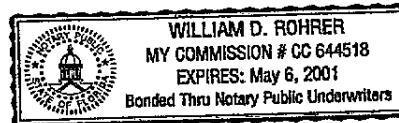
SWORN TO AND SUBSCRIBED before me at the County and State last aforesaid this 6th day of March, 1998.


Notary Public

Print Name of Notary

Serial Number

My Commission Expires:



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TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

I hereby accept the appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed limited partnership named in the Certificate and Affidavit of Limited Partnership hereinabove set forth and do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in paragraph 5 of this Certificate.

Dated this 6th day of March, 1998.



JAMES J. SMYRLES, Registered
Agent

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TALLAHASSEE, FLORIDA