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March 13, 1998

VIA COURIER

Division of Corporations
Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

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Subject: International-Republic Limited

Dear Sir or Madam:

Enclosed please find the original and one copy of the Certificate of Limited Partnership ,
Acceptance of Registered Agent, and the Affidavit of Capital Contributions in connection with the
above-referenced matter.

A check in the amount of \$1,846.25 in payment of the following items is also enclosed: (1)
\$1,750.00 - filing fee; (2) \$35.00 - designation of registered agent; (3) \$52.50 - one certified copy;
and (4) \$8.75 - Certificate of Status.

Your assistance in this matter is appreciated. Should you have any questions or comments
regarding the above, please do not hesitate to contact me.

Very truly yours,

Marlis J. Spear

Mrs. Marlis J. Spear
Legal Assistant

/mjs

Enclosures

cc: Randall R. Hodge, Esq.
James E. L. Seay, Esq.

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DIVISION OF CORPORATIONS
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**INTERNATIONAL-REPUBLIC ASSOCIATES LIMITED
CERTIFICATE OF LIMITED PARTNERSHIP**

The undersigned General Partner files this Certificate of Limited Partnership of International-Republic Limited with the Florida Department of State in order to form a Limited Partnership pursuant to §620.108 of the Florida Revised Limited Partnership Act (1986) (the "Act").

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STATE
SECRETARY OF
DIVISION OF CORPORATIONS
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1. Name. The name of the limited partnership is International-Republic Associates Limited

2. General Partner. The name and the business address of the General Partner of the Limited Partnership is:

International-Republic Associates, Inc.
5401 Kirkman Road, Suite 725
Orlando, Florida 32819

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3. Recordkeeping Office. The address of the office at which the records of the partnership are maintained pursuant to the Act is 5401 Kirkman Road, Suite 725, Orlando, Florida 32819.

4. Registered Agent and Registered Office. The name and address of the agent for service of process is:

Rashid A. Khatib
5401 Kirkman Road, Suite 725
Orlando, Florida 32819

5. Partnership Mailing Address. The mailing address for the limited partnership is 5401 Kirkman Road, Suite 725, Orlando, Florida 32819.

6. Latest Dissolution Date. The latest date upon which the limited partnership is to dissolve is December 31, 2030.

7. Affirmation. The General Partner hereby acknowledges that pursuant to the Act:

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

7.2 The General Partner accepts the liability imposed by the Act on a General Partner for a false statement contained in this Certificate; and

7.3 If, after the execution of this Certificate, the General Partner knows that any arrangement or other fact described in this Certificate has changed, making the statement inaccurate in

any material respect, the General Partner will forthwith cause this Certificate to be cancelled or amended, or file a petition for its cancellation or amendment pursuant to the Act.

Executed this 11th day of March, 1998.

International-Republic Associates, Inc.
General Partner

By: Rashid A. Khatib
Rashid A. Khatib,
President

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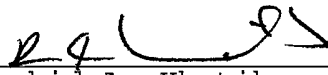
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INTERNATIONAL-REPUBLIC ASSOCIATES LIMITED

ACCEPTANCE OF REGISTERED AGENT

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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.

Dated this 11 day of March, 1998.



Rashid A. Khatib,
Registered Agent

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INTERNATIONAL-REPUBLIC ASSOCIATES LIMITED

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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DIVISION OF CORPORATIONS

1. Capital Contributions. The undersigned General Partner of International-Republic Associates, Limited declares the total amount of the Capital Contributions of the Limited Partners to the Limited Partnership to be Three Million Dollars (\$3,000,000.00) and the total amount of Capital Contributions contributed and anticipated at this time to be contributed by the Limited Partners to the Limited Partnership to be Three Million Dollars (\$3,000,000.00).

2. Affirmation. The General Partner hereby acknowledges that pursuant to the Act:

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

2.2 The General Partner accepts the liability imposed by the Act on a General Partner for a false statement contained in this Affidavit.

2.3 If, after the execution of this Affidavit, the General Partner knows that any fact described in this Affidavit has changed, making the statement inaccurate in any material respect, the General Partner will forthwith cause this Affidavit to be supplemented by filing a supplemental affidavit with the Department of State pursuant to the Act.

Executed by the General Partner on the date set forth below.

International-Republic Associates, Inc.,
a Florida corporation

Date: 3/11/98

By: R A Khatib

Rashid A. Khatib,
President