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March 14, 1998

Division Of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-03/18/98-201037--003
***1793.75 ***1793.75

Dear Sirs:

Enclosed please find the Certificate of Limited Partnership and Affidavit of Capital Contributions for PF Park, Ltd. I have enclosed a check for \$1,793.75 in payment for the filing fee of \$1,750.00, the designation of the registered agent at \$35.00, and a certificate under seal at \$8.75.

Please send the acknowledgment and the certificate under seal to:

Glenn Weller
SouthCap Properties, Inc.
6038 Linton Street
Palm Beach Gardens, FL 33418

Phone: (561) 691-9189

FILED

SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAR 18 PM 3:45

Please process, file and return these documents at your earliest convenience.

Thank you.

Sincerely,

Glenn R. Weller
President

Name Availability	KWM
Document Examiner	KWM
Updater	KWM
Updater Verifier	KWM
Acknowledgement	KWM
W. P. Verifier	KWM

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3-18

**CERTIFICATE OF LIMITED PARTNERSHIP OF
PF PARK, LTD.**

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DIVISION OF CORPORATIONS

98 MAR 18 PM 3:45

The undersigned, constituting all of the general partners of PF PARK, LTD. (the "Partnership"), desiring to form a limited partnership pursuant and subject to the Florida Revised Uniform Limited Partnership Act (the "Act"), hereby duly executes this Certificate of Limited Partnership (this "Certificate"), which is filed with the Secretary of State, State of Florida and certifies as follows:

1. The name of the Partnership shall be: "PF PARK, LTD."
2. The mailing address of the office of the Partnership is: 6038 Linton Street, Palm Beach Gardens, Florida 33418.
3. The name and business office address of the registered agent for service of process is:

Name: Glenn R. Weller
Business office address: 6038 Linton Street, Palm Beach Gardens, Florida 33418.

4. The name, mailing address and street address of the business of each general partner of the Partnership is:

<u>Name of Each General Partner</u>	<u>Mailing Address</u>	<u>Street Address of Business of General Partner</u>
P98-3604 SouthCap Properties, Inc. a Florida corporation	6038 Linton Street, Palm Beach Gardens Florida 33418	6038 Linton Street, Palm Beach Gardens Florida 33418

5. The latest date on which the Partnership is to dissolve is January 31, 2060.

The execution of this Certificate by the General Partners constitute an affirmation that, to the best of the General Partners' knowledge and belief, the facts stated in this Certificate are true. The undersigned are all of the General Partners of the Partnership.

EXECUTED this 16th day of MARCH, 1998, to be effective upon the filing of this Certificate with the Secretary of State, State of Florida.

GENERAL PARTNER:

SouthCap Properties, Inc.,
a Florida corporation

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By: 

Glenn R. Weller, President / Resident Agent

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DIVISION OF CORPORATIONS

STATE OF FLORIDA

98 MAR 18 PM 3:45

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 16 day of March, 1998, by Glenn R. Weller, President of SouthCap Properties, Inc. a Florida corporation, who is personally known to me or who has produced Florida Drivers License as identification and who did take and oath.

NOTARY PUBLIC

(Seal)

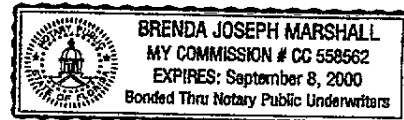


Brenda Joseph Marshall

print name

My commission Expires:

Commission No.:



**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF
PF PARK, LTD.**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 18 PM 3:45

The undersigned being the sole general partner of PF Park, Ltd., a Florida limited partnership, who after being duly sworn, certifies:

1. The amount of capital contributions to date of PF Properties, Ltd. is \$35,000.
2. The total amount contributed and anticipated to be contributed by the limited partners of PF Properties, Ltd. at this time totals \$600,000.

The execution of this Certificate by the General Partners constitute an affirmation under the penalties of perjury that, to the best of the General Partners' knowledge and belief, the facts stated in this Affidavit are true. The undersigned is the sole General Partner of the Partnership.

EXECUTED this 16th day of MARCH, 1998.

Signed, sealed and delivered
in the presence of:

William A. Rooney
KEP Rieteme

GENERAL PARTNER:

SouthCap Properties, Inc.,
a Florida corporation

By: Glenn R. Weller
Glenn R. Weller, President