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JAMES E. JACOBY, P.A.  
ATTORNEY AT LAW

4300 CATALFUMO WAY  
PALM BEACH GARDENS, FLORIDA 33410

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March 23, 1998

Secretary of State  
State of Florida  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

VIA: Federal Express

RE: **Certificate of Limited Partnership Port Center, Ltd.**

100002466591--0  
-03/24/98--01070--005  
\*\*\*1837.50 \*\*\*1837.50

Dear Secretary of State:

CM

Enclosed please find the following Certificate of Limited Partnership for filing with your office:

1. Certificate of Limited Partnership of Port Center, Ltd., Affidavit of General Partner, Acceptance of Appointment as Registered Agent and check in the amount of \$1,837.50 representing applicable fees as follows: filing fee \$1,750.00, \$52.50 certified copy, and \$35.00 registered agent.

Please forward the certified copies by **Federal Express** (package enclosed) to:

James E. Jacoby, P.A.  
4300 Catalfumo Way  
Palm Beach Gardens, FL 33410

If you have any questions, please do not hesitate to contact me.

Sincerely,

*Jim Jacoby dlm*  
James E. Jacoby

dlm  
enclosures

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

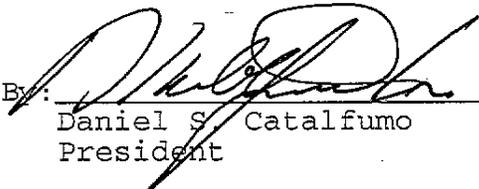
**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
PORT CENTER, LTD.**

1. The name of the partnership is PORT CENTER, LTD.
2. The address of the Partnership's office is c/o CATALFUMO MANAGEMENT & INVESTMENT, INC., 4300 Catalfumo Way, Palm Beach Gardens, Florida 33410.
3. The name and address of the agent for service of process is CATALFUMO MANAGEMENT & INVESTMENT, INC., 4300 Catalfumo Way, Palm Beach Gardens, Florida 33410.
4. The name and business address of the general partner is as follows:  
CATALFUMO MANAGEMENT & INVESTMENT, INC.  
4300 Catalfumo Way  
Palm Beach Gardens, Florida 33410
5. A mailing address for the Limited Partnership is CATALFUMO MANAGEMENT & INVESTMENT, INC., 4300 Catalfumo Way, Palm Beach Gardens, Florida 33410.
6. The Limited Partnership shall be formed as of the date of filing hereof.
7. The latest date upon which the Limited Partnership is to dissolve is December 31, 2028.

This Certificate of Limited Partnership of PORT CENTER, LTD. has been executed on the 19<sup>th</sup> day of March, 1998. By such execution, the general partner whose signature is set forth below hereby affirms, under penalties of perjury, that the facts stated herein are true.

GENERAL PARTNER:

CATALFUMO MANAGEMENT &  
INVESTMENT, INC.  
a Florida corporation

By:   
Daniel S. Catalfumo  
President

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
98 MAR 24 3:33 PM  
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**AFFIDAVIT**

The undersigned, as general partner of PORT CENTER, LTD. pursuant to Florida Statute Section 620.108(1) hereby attest to the following:

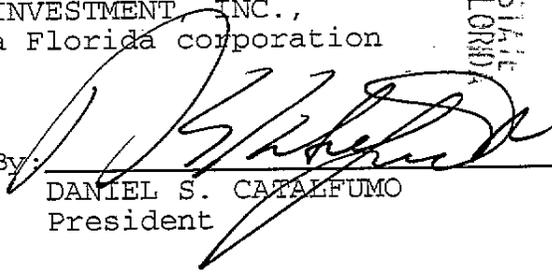
1. The Contribution of the initial limited partner of PORT CENTER, LTD. is \$100.00.

2. The total amount anticipated to be contributed by the limited partners of PORT CENTER, LTD. is \$1,250,000.00.

By its execution, the general partner whose signature is set forth below, hereby affirms, under the penalties of perjury that the facts stated herein are true.

GENERAL PARTNER:

CATALFUMO MANAGEMENT &  
INVESTMENT, INC.,  
a Florida corporation

By:   
DANIEL S. CATALFUMO  
President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me this 19th day of March, 1998, by Daniel S. Catalfumo, as President of Catalfumo Management & Investment, Inc. a Florida corporation, freely and voluntarily under authority duly vested in him by said corporation and that the seal affixed thereto is the true corporate seal of said corporation, and he is personally known to me, did not take an oath.

  
Notary Name: \_\_\_\_\_  
Notary Public  
Commission No. \_\_\_\_\_

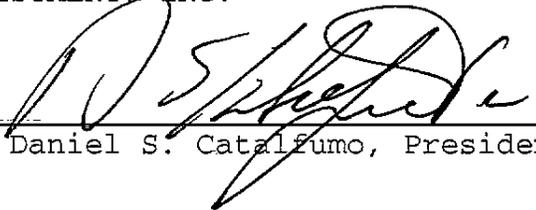
My Commission Expires:

DEANNA L. MAROSE  
Notary Public, State of Florida  
My Commission Exp. SEPT. 9, 2000  
No. CC 699309

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as Registered Agent for PORT CENTER, LTD., a Florida Limited Partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, we, on behalf of the Partnership, hereby agree to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of Registered Agent.

CATALFUMO MANAGEMENT &  
INVESTMENT, INC.

BY:   
Daniel S. Catalfumo, President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA