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ATTORNEYS AND COUNSELORS AT LAW

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IVAN M. LEFKOWITZ \*  
GWEN B. BLAHER +

OF COUNSEL  
DAVID RHETT BAKER  
JOSEPH I. GOLDSTEIN

\* BOARD CERTIFIED IN TAXATION AND  
MASTER OF LAWS IN ESTATE PLANNING  
+ ALSO ADMITTED IN MASSACHUSETTS

A98000000807  
March 23, 1998

Secretary of State  
Bureau of Corporate Records  
Attention: Corporations Division  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: RANCH EQUIPMENT, LTD.

400002469104--6  
-03/26/98--01051--001  
\*\*\*1207.50 \*\*\*1207.50

Dear Sir or Madam:

Enclosed are the original and a duplicate copy of the Certificate of Limited Partnership (with Acceptance of Registered Agent) and Affidavit of Capital Contribution in connection with the above-referenced limited partnership.

Please endorse your approval of the Certificate and Affidavit on the duplicate copy, certify and return it to me.

A check is also enclosed in the total amount of \$1,207.50 to cover the \$1,120.00 filing fee, the \$52.50 fee for the certified copy of the Certificate of Limited Partnership and the \$35.00 fee for filing the Acceptance of Registered Agent.

Yours very truly,

Ivan M. Lefkowitz

cc: Leo C. Trepanier, President

Name	3/31/98
Availability	ML:sr
Enclosures	
Document	cc: Leo C. Trepanier, President
Examiner	DCC
Updater	DCC
Updater	
Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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Tc  
\$1160,000.00

CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
RANCH EQUIPMENT, LTD.

THIS CERTIFICATE OF LIMITED PARTNERSHIP OF RANCH EQUIPMENT, LTD., dated this 19th day of March, 1998, is hereby filed in order to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986). In accordance with Section 620.108, Florida Statutes, the following information is provided:

1. The name of the Limited Partnership being formed by the execution and filing of this Certificate of Limited Partnership is RANCH EQUIPMENT, LTD.

2. The name of the Limited Partnership's agent for service of process is IVAN M. LEFKOWITZ, Esquire. The address of the Limited Partnership's agent for service of process is 430 North Mills Avenue, Orlando, Florida 32803.

3. The name and business address of the General Partner of the Limited Partnership is as follows:

<u>Name</u>	<u>Business Address</u>
TREPANIER ENTERPRISES, INC. P94000045933	5645 W. Lake Mary Blvd. Lake Mary, Florida 32746

4. The mailing and business address of the Limited Partnership is 5645 West Lake Mary Boulevard, Lake Mary, Florida 32746.

5. The Limited Partnership shall terminate and dissolve no later than forty (40) years from the date of execution of this Certificate of Limited Partnership.

IN WITNESS WHEREOF, the General Partners have executed this Certificate of Limited Partnership as of the date set forth above.

GENERAL PARTNER:  
TREPANIER ENTERPRISES, INC.


By: Leo C. Trepanier  
LEO C. TREPANIER, President

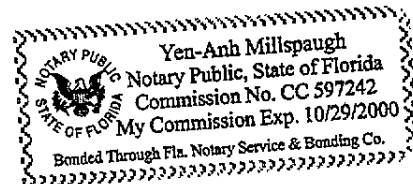
Certificate of Limited Partnership - Ranch Equipment, Ltd.

STATE OF FLORIDA )

COUNTY OF ORANGE )

The foregoing instrument was acknowledged before me this 19th day of March, 1998, by LEO C. TREPANIER, who acknowledged before me that he is the President of the above corporation named as the General Partner, and that he is authorized to and has executed this Certificate of Limited Partnership for the purposes of forming a limited partnership pursuant to the provisions of Section 620.108, Florida Statutes. LEO C. TREPANIER is personally known to me, and did not take an oath prior to executing this instrument.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires:



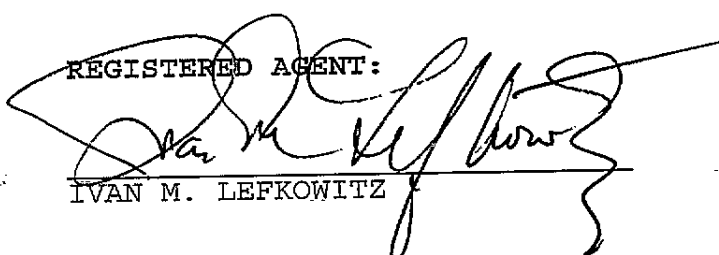
FILED  
98 MAR 26 PM 1:30  
STATE  
TALLAHASSEE, FLORIDA

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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

REGISTERED AGENT:

Dated: March 19, 1998.

  
IVAN M. LEFKOWITZ

FILED  
98 MAR 26 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTION  
OF LIMITED PARTNERS OF  
RANCH EQUIPMENT, LTD.**

The undersigned, being all of the General Partners of RANCH EQUIPMENT, LTD. (the "Partnership"), make the following declarations pursuant to Section 620.108, Florida Statutes:

1. The amount of the capital contributions of the Limited Partners of the Partnership is \$ 160,000.00.

2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 160,000.00.

GENERAL PARTNER:  
TREPANIER ENTERPRISES, INC

By: Leo C. Trepanier  
LEO C. TREPANIER, President

STATE OF FLORIDA )

COUNTY OF ORANGE )

The foregoing instrument was acknowledged before me this day of March 19, 1998, by LEO C. TREPANIER, who acknowledged before me that he is the President of the above corporation named as the General Partner, and that he is authorized to and has executed this Certificate of Limited Partnership for the purposes of forming a limited partnership pursuant to the provisions of Section 620.108, Florida Statutes. LEO C. TREPANIER is personally known to me or was identified by me as follows: personally known.

Yen-Anh Millspaugh  
Notary Public  
My Commission Expires:

F:TEMP\CLPRANCH.TRE

