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March 27, 1998

Certified Return Receipt #Z-281-598-184

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-03/31/98-01011-002  
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-03/31/98-01011-003  
\*\*\*\*\*17.50 \*\*\*\*\*17.50

Re: Certificate of Limited Partnership of Palm Gardens Holdings, Ltd.  
Our File No.: 2613.06

Dear Sir or Madam:

Enclosed for filing, please find the original and one copy of the Certificate of Limited Partnership of Palm Gardens Holdings, Ltd. and the Affidavit of Capital Contributions. We have enclosed our firms check in the amount of Seventeen Dollars and Fifty Cents (\$17.50) and Palm Gardens Development Inc.'s check in the amount of Seventy Dollars (\$70.00), for a total of Eighty Seven Dollars and Fifty Cents (\$87.50).

Please provide us a stamped copy of this document upon filing. We have enclosed a self-addressed stamped envelope along with the copy to be stamped.

Thank you for your assistance in this matter.

Very truly yours,

SACHS, SAX & KLEIN, P.A.

Larry Z. Glickman

Name	4/2/98
Availability	des
Document Examiner	DCC
Updater	
Updater Verifier	
Acknowledgment	DCC
W. P. Verifier	DCC

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FILED  
93 MAR 31 AM 11:30  
SECRET  
TALLAHASSEE, FLORIDA

TC  
\$5,000.00

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**CERTIFICATE OF LIMITED PARTNERSHIP**  
**OF**  
**PALM GARDENS HOLDINGS, LTD.**  
a Florida limited partnership

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law, as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is: **PALM GARDENS HOLDINGS, LTD.**
2. The address of the office of the Partnership is: 120 West Glades Road, Boca Raton, FL 33432.
3. The name and address of the agent for service of process of the Partnership are: Michael J. Howell, 120 West Glades Road, Boca Raton, FL 33432.
4. The name and business address of the sole General Partner is as follows:  

Palm Gardens Development, Inc.  
120 West Glades Road  
Boca Raton, FL 33432
5. The mailing address of the Partnership is: 120 West Glades Road, Boca Raton, FL 33432.
6. The latest date upon which the Partnership shall dissolve is December 21, 2038.
7. The effective date of this Certificate of Limited Partnership shall be upon filing.

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

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner, of **PALM GARDENS HOLDINGS, LTD.** this 24<sup>th</sup> day of March, 1998.

General Partner:

**PALM GARDENS HOLDINGS, LTD.**

By: Palm Gardens Development, Inc.  
a Florida corporation, General Partner


By:   
Michael J. Howell

Title: President

STATE OF FLORIDA                     )  
  ) SS:  
COUNTY OF PALM BEACH            )

The foregoing instrument was acknowledged before me on this 24<sup>th</sup> day of March, 1998, by Michael J. Howell, the President of Palm Gardens Development, Inc., General Partner of **PALM GARDENS HOLDINGS, LTD.**

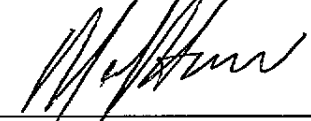


  
Notary Public

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for **PALM GARDENS HOLDINGS, LTD.**, a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of said Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT

  
Michael J. Howell

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE ME, the undersigned authority, personally appeared Michael J. Howell, the President of Palm Gardens Development, Inc., a Florida corporation, the General Partner of **PALM GARDENS HOLDINGS, LTD.**, a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being duly sworn, certified as follows:

1. The amount of capital contribution to the Partnership made by the limited partners is \$5,000.00.
2. It is not anticipated that there will be any additional capital contributions made by the limited partners.

FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury, the undersigned declares that he has read the foregoing and that the facts alleged are true to the best of his knowledge and belief.

GENERAL PARTNER:

**PALM GARDENS HOLDINGS, LTD.**

By: Palm Gardens Development, Inc.  
a Florida corporation, General Partner

By: \_\_\_\_\_

Michael J. Howell

Title: President

STATE OF FLORIDA )

SS: )

COUNTY OF PALM BEACH )

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Michael J. Howell for the General Partner, known to be and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit on behalf of the General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal, in the State and County aforesaid, this 24<sup>th</sup> day of March, 1998.

\_\_\_\_\_  
Notary Public