

FROM

A98 000000 962
((H98000007392 7))

(MONT) 4-20-98 9:47/ST...:46/NO 4200000011 P 1
ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: HOLLAND & KNIGHT OF MIAMI
CONTACT: STEVEN H HAGEN
PHONE: (305)374-8500

ACCT#: 072203000603

FAX #: (305)789-7799

NAME: MATAPEDIA PARTNERSHIP, LTD.

AUDIT NUMBER.....H98000007392

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$1,837.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT.

** ENTER 'M' FOR MENU. **

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 20 AM 10:54

RECEIVED
98 APR 20 AM 10:06
DIVISION OF CORPORATIONS

A98-962

Name Available	QC 4-20
Document Examiner	QC
Update	QC
Update Verifier	QC
Acknowledgment	QC
W. P. Ver	QC

FROM

(MON) 4. 20' 98 9:47/ST. 9:46/NO. 4200000614 P 2

FAX AUDIT NO.: H98000007392

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MATAPEDIA PARTNERSHIP, LTD.**

The undersigned general partner represents that it has formed a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (the "Act"), and that it has executed this Certificate of Limited Partnership pursuant to the foregoing Act and states herein as follows:

I. Name

The name of the limited partnership is:

MATAPEDIA PARTNERSHIP, LTD.

II. Records of the Partnership

The address of the office in Florida at which place the records of the partnership shall be maintained is as follows:

340 Royal Palm Way
Palm Beach, Florida 33480

III. Registered Agent

The address of the registered office of the partnership and the name of the registered agent for service of process located at that office is as follows:

Intrastate Registered Agent Corporation, Inc.
701 Brickell Avenue, Suite 3000
Miami, Florida 33131

THIS INSTRUMENT WAS PREPARED BY:

Kenneth D. Kossow, Esq.
Fla. Bar No.: 0012203
Holland & Knight
701 Brickell Ave., Suite 3000
Miami, Florida 33131
tel: (305) 374-8500
fax: (305) 789-7799

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 20 AM 10:56

FROM

(MON) 4. 20' 98 9:48/ST. 9:46/NO. 4200000614 P 3

FAX AUDIT NO.: H98000007392

IV. General Partner

The name and business address of the general partner of the partnership is as follows:

Patapedia Management, Inc.
340 Royal Palm Way
Palm Beach, Florida 33480

998-34954

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 20 AM 10:54

V. Mailing Address

The mailing address of the partnership is as follows:

c/o Patapedia Management, Inc.
340 Royal Palm Way
Palm Beach, Florida 33480

VI. Dissolution

The latest date on which the partnership is to dissolve is December 31, 2048.

WHEREFORE, the undersigned, the General Partner of the partnership, has executed this Certificate of Limited Partnership on April 20, 1998.

GENERAL PARTNER:

Patapedia Management, Inc.,
a Florida corporation

By: 

Name: Kenneth D. Kossow

Title: Incorporator

FROM

(MON) 4. 20' 98 9:48/ST. 9:46/NO. 4200000614 P 4

FAX AUDIT NO.: H98000007392

LIMITED PARTNERSHIP REGISTERED AGENT DESIGNATION

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED. IN COMPLIANCE WITH SECTION 620.105, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT Matapedia Partnership, Ltd.

WITH ITS PLACE OF BUSINESS AT 340 Royal Palm Way, Palm Beach, FL 33480

HAS NAMED Intrastate Registered Agent Corporation, Inc., a Florida corporation

LOCATED AT 701 Brickell Avenue, Suite 3000, Miami, Florida 33131

CITY OF Miami, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
1998 APR 20 AM 10:51

GENERAL PARTNER:

Patapedia Management, Inc.,
a Florida corporation

By: 

Name: Kenneth D. Kossow

Title: Incorporator

Date: April 20, 1998

Having been named to accept Service of Process for the above-stated Limited Partnership, at the place designated in this certificate, Intrastate Registered Agent Corporation, Inc., a Florida corporation, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and accepts the duties and obligations of Section 620.192, Florida Statutes.

REGISTERED AGENT:

Intrastate Registered Agent Corporation, a Florida corporation

By: 

Name: Steven H. Hagen

Title: Vice President

Date: April 20, 1998

FROM

(MON) 4. 20' 98 9:48/ST. 9:46/NO. 4200000614 P 5

FAX AUDIT NO.: H98000007392

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

I, Kenneth D. Kossow, having been sworn, hereby declare and certify that I am the Incorporator of Patapedia Management, Inc., a Florida corporation, which corporation is the sole general partner of Matapedia Partnership, Ltd., a Florida limited partnership (the "Partnership"), and that:

1. The amount of the initial capital contributions of the limited partners of the Partnership is \$0-.
2. The total amount of capital anticipated to be contributed by the limited partners of the Partnership is \$16,000,000

This 20th day of April, 1998.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and the facts so stated are true and correct to the best of my knowledge and belief.

GENERAL PARTNER:
Patapedia Management, Inc.,
a Florida corporation

By: *K. Kossow*
Name: Kenneth D. Kossow
Title: Incorporator
Date: April 20, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 20 AM 10:54

**STATE OF FLORIDA
COUNTY OF MIAMI-DADE**

I am a Notary Public authorized to administer oaths and to take acknowledgements in and for the state and county set forth above. The foregoing Affidavit of Capital Contributions was acknowledged, subscribed, and sworn to before me by Kenneth D. Kossow on this 20th day of April, 1998.

Kim M Lucas
Notary Public - State of Florida
Print Notary Name: Kim M Lucas
My Commission Number is: _____
My Commission Expires: _____

Personally Known X
Produced Identification _____
Type of Identification _____

MIA4-590632



Kim M. Lucas
MY COMMISSION # 0090899 EXPIRES
October 6, 2000
BONDED THRU TROY FARM INSURANCE, INC.

FAX AUDIT NO.: H98000007392