



A 98000001003

ACCOUNT NO. : 072100000032

REFERENCE : 791139 3487A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 22, 1998

ORDER TIME : 12:55 PM

ORDER NO. : 791139-010

CUSTOMER NO: 3487A

CUSTOMER: Tami D. Toms, Legal Secretary
ICARD MERRILL CULLIS TIMM
FUREN & GINSBURG, PA
2033 Main Street, Suite 101
P. O. Drawer 4195
Sarasota, FL 34237

600002497286--5
-04/23/98--01010--002
***1910.00 ***1778.75

600002497286--5
-04/23/98--01010--003
*****67.50 *****67.50

DOMESTIC FILING

NAME: KENT'SINGTON LIMITED

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 22 PM 4:36 98 APR 22 PM 4:16
DIVISION OF CORPORATION
RECEIVED

File And.

37C 4/22/98

CERTIFICATE OF LIMITED PARTNERSHIP
OF
KENT'SINGTON LIMITED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 22 AM 4:36

The undersigned, desiring to form a limited partnership pursuant to Section 620.108 of the Florida Statutes, hereby certifies as follows:

1. The name of the partnership is "KENT'SINGTON LIMITED".
2. The initial registered office of the partnership is 2033 Main Street, Suite 101, Sarasota, Florida 34237. The name of its initial registered agent is J. Geoffrey Pflugner, Esquire.
3. The name and business addresses of the general partner is:
P98000036859
MG Colorado Co., a Florida corporation, which is an active corporation organized and existing under the laws of the State of Florida.
Address: 2033 Main Street, Suite 101
Sarasota, FL 34237
4. The mailing address for the limited partnership and its principal place of business in the State of Florida is 2033 Main Street, Suite 101, Sarasota, Florida 34237.
5. The latest date upon which the limited partnership is to dissolve shall be December 31, 2045.

IN WITNESS WHEREOF, the parties hereto have signed this 16th day of April, 1998.

MG COLORADO CO.
GENERAL PARTNER:

By: _____

Michael S. Kent as its President

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that before me, the undersigned authority, duly authorized in the state and county named above to administer oaths, personally appeared Michael S. Kent, as President of MG Colorado Co., a Florida corporation, who is personally known to me or produced _____ as identification, and who executed the foregoing instrument and acknowledged that he executed the same on behalf of said corporation.

WITNESS my hand and official seal in the state and county last aforesaid this 16th day of April, 1998.

J. GEOFFREY PFLUGNER
Notary Public, State of Florida
My Comm. Expires Sept. 16, 2001
No. CC676449

Notary Public

Typed, Printed or Stamped Name
of Notary

My Commission Expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for KENT'SINGTON LIMITED, a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, J. GEOFFREY PFLUGNER, on behalf of the Partnership hereby agrees to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of all duties of registered agent.

Witnesses:

Sherrie L. Brooker

(Signature of Witness)

SHERRIE L. BROOKER

(Printed Name of Witness)

Tambla D. Toms

(Signature of Witness)

Tambla D. Toms

(Printed Name of Witness)

REGISTERED AGENT:

By: J. Geoffrey Pflugner

J. GEOFFREY PFLUGNER

STATE OF FLORIDA
COUNTY OF SARASOTA

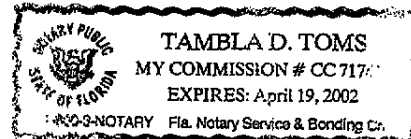
The foregoing instrument was acknowledged before me this 16th day of April, 1998, by J. GEOFFREY PFLUGNER, the Registered Agent, who is personally known to me or who has produced _____ as identification.

Tambla D. Toms

Notary Public

Typed, Printed or Stamped Name
of Notary

My Commission Expires:



AFFIDAVIT OF CONTRIBUTION BY LIMITED PARTNERS

BEFORE ME, the undersigned authority personally appeared MICHAEL S. KENT, who is the President of MG COLORADO CO., a Florida corporation, the sole general partner of a certain Limited Partnership known as ~~KENT'S SINGTON LIMITED~~ and who being first duly sworn deposes and says:

1. This affidavit is made pursuant to Section 620.108(1), Florida Statutes.
2. The capital contributions of the limited partners to the limited partnership are Seven Hundred Twenty-Five Thousand and No/100 Dollars (\$725,000.00). No additional amounts are currently anticipated to be contributed by the limited partners.

FURTHER AFFIANT SAYETH NOT.

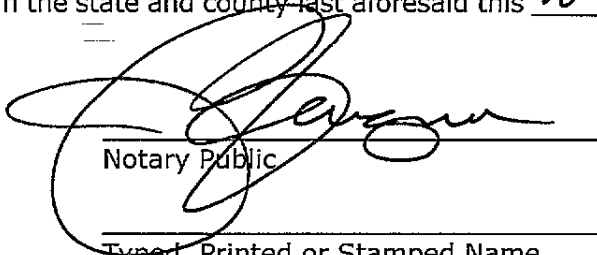

Michael S. Kent

STATE OF ~~COLORADO~~ FLORIDA
COUNTY OF ~~SARASOTA~~ _____

I HEREBY CERTIFY that before me, the undersigned authority, duly authorized in the state and county named above to administer oaths, personally appeared Michael S. Kent, who is personally known to me or produced _____ as identification, and who swore to and subscribed the foregoing instrument and acknowledged that he executed the same.

WITNESS my hand and official seal in the state and county last aforesaid this 16th day of April, 1998.

J. GEOFFREY PFLUGNER
Notary Public, State of Florida
My Comm. Expires Sept. 16, 2001
No. CC 676449


Notary Public

Typed, Printed or Stamped Name
of Notary

My Commission Expires:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 22 PM 4:36