

HENRY A. FRICKE
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CRYSTAL CORPORATE CENTER - SUITE 200 - A
2500 MILITARY TRAIL
BOCA RATON, FLORIDA 33431

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 APR 30 PM 2:08

TELEPHONE (561) 241-1813
TELEFAX (561) 997-6665

A 98000001078

April 28, 1998

Secretary of State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

800002506608--7
-04/30/98--01013--023
****157.50 ****157.50

Re: Certificate of Limited Partnership
North Federal Highway Associates, Ltd.

Dear Sir/Madam:

Enclosed is an original and one copy of the Certificate of Limited Partnership, Affidavit of Contribution and the Acceptance of Appointment as Registered Agent, along with a check in the amount of \$157.50, representing the following:

Filing fee:	\$ 70.00
Designation of Registered Agent	35.00
Certified Copy	<u>52.50</u>

Total: \$157.50

When the Certificate of Limited Partnership has been filed, please return to me a certified copy of the Certificate of Limited Partnership and Affidavit of Contribution. A self-addressed, postage prepaid, envelope is enclosed for your convenience.

If you should have any questions concerning this filing, please do not hesitate to contact me.

Name	MAH
Availability	MAH
Document Examiner	MAH
Updater	MAH
Updater Verifier	MAH
Acknowledgement	MAH
P. Verifier	MAH

HAF/agk
Encl.

Very truly yours,

Henry A. Fricke

CERTIFICATE OF LIMITED PARTNERSHIP
OF
NORTH FEDERAL HIGHWAY ASSOCIATES, LTD.

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), the undersigned, being the General Partner of **NORTH FEDERAL HIGHWAY ASSOCIATES, LTD.**, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership.

1. The name and mailing address of the limited partnership is NORTH FEDERAL HIGHWAY ASSOCIATES, LTD.

2. The address of the office and the name and address of the agent for service of process required to be maintained by Section 620.105 of the Florida Statutes, is 2500 Military Trail, Suite 200, Boca Raton, Florida 33431.

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

8000 MANAGEMENT, INC. ✓
2500 Military Trail, Suite 200
Boca Raton, Florida 33431

PAID 39163

4. The mailing address for the limited partnership is as follows:

NORTH FEDERAL HIGHWAY ASSOCIATES, LTD.
2500 Military Trail, Suite 200
Boca Raton, Florida 33431

5. The latest date upon which the limited partnership is to dissolve is December 31, 2039.

IN WITNESS WHEREOF, the General Partner has executed this Certificate on the 28th day of April, 1998.

8000 MANAGEMENT, INC.,
a Florida corporation, General Partner

By: _____

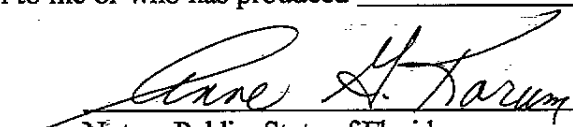
[Signature]
Anthony V. Pugliese, III
President

[Signature]
Stephany Man

STATE OF FLORIDA

COUNTY OF PALM BEACH)

SWORN TO AND SUBSCRIBED before me this 28th day of April, 1998, by Anthony V. Pugliese, III, as President of 8000 Management, Inc., the General Partner of North Federal Highway Associates, Ltd. He is personally known to me or ~~who has produced~~ as identification.


Notary Public, State of Florida

(Printed Name)

My Commission Expires:



ANNE G. KORUM
COMMISSION # CC 572110
EXPIRES JUL 30, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Before me, the undersigned authority, personally appeared Anthony V. Pugliese, III, as President of 8000 MANAGEMENT, INC., a Florida corporation, the sole general partner of NORTH FEDERAL HIGHWAY ASSOCIATES, LTD., a Florida limited partnership, who being duly sworn, deposes and says:

1. The amount of capital contributions of the limited partners is One Thousand (\$1,000.00) Dollars.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals One Thousand (\$1,000.00) Dollars.

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

8000 MANAGEMENT, INC., a
Florida corporation, General Partner

By _____

Anthony V. Pugliese, III
President

STATE OF FLORIDA)

) SS.:

COUNTY OF PALM BEACH)

SWORN TO AND SUBSCRIBED before me this 24 day of April, 1998, by Anthony V. Pugliese, III, the President of 8000 Management, Inc., a Florida corporation, the General Partner of North Federal Highway Associates, Ltd. He is personally known to me.

Anne G. Korum
Notary Public, State of Florida

(Printed Name)


My Commission Expires:



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named the statutory registered agent of NORTH FEDERAL HIGHWAY ASSOCIATES, LTD., at the place designated in the Certificate of Limited Partnership of NORTH FEDERAL HIGHWAY ASSOCIATES, LTD., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by Chapter 620 of the Florida Statutes and I agree to comply with the provisions of Florida law relative to keeping the registered office open.

DATED: April 28th, 1998.


Henry A. Fricke, Esq.
Registered Agent