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LEWIS, VEGOSEN, ROSENBAACH, SILBER & DUNKEL, P.A.

ATTORNEYS AT LAW
500 SOUTH AUSTRALIAN AVENUE, 10th FLOOR
WEST PALM BEACH, FLORIDA 33401

ROBERT M. LEWIS (1932-1982)

CASS W. CHRISTENSON
GARY M. DUNKEL, **
CYNTHIA J. JACKSON
JOHN B. LEVITT
MARSHALL J. OSOFSKY
DEAN J. ROSENBAACH *
JOHN R. SHEPPARD, JR.
LOUIS M. SILBER *
SAMUEL A. THOMAS
DEAN VEGOSEN
GARY WALK ***
BRENT G. WOLMER

May 7, 1998

MAILING ADDRESS:
P.O. BOX 4388
WEST PALM BEACH, FL 33402-4388

OF COUNSEL
EDWARD BOBICK

TELEPHONE (561) 659-3300
FAX: (561) 832-1991

* Board Certified Trial Lawyer
** Board Certified Business Litigation Lawyer
*** Board Certified Real Estate Lawyer

FEDERAL EXPRESS

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

200002517492-9
-05/08/98--01093--012
*****87.50 *****87.50

Re: Limited Partnership of C.E. Acquisitions, Ltd.

Dear Secretary of State:

Please find enclosed the following items with respect to the filing of the above referenced limited partnership's certificate and affidavit:

- A. Original Certificate of Limited Partnership with one copy.
- B. Original Affidavit of Limited Partnership with one copy.
- C. Check in the amount of \$87.50 representing applicable fees as follows: Filing Fee= \$52.50
Registered Agent Designation= \$35.00

Please return the copy date stamped to our office. Thank you for your attention and cooperation in this matter.

Yours truly,

Cynthia J. Jackson

Name	5/11/98
Availability	for date
Document Examiner	DCC
Undated	ncc
Notary	cc
CJJ/sfh	
Acknowledgement	DCC
W. P. Verifier	DCC

FILED
98 MAY -8 PM 12:55
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

TC
\$5.00

CERTIFICATE OF LIMITED PARTNERSHIP
OF
C. E. ACQUISITIONS, LTD.

THIS CERTIFICATE of Limited Partnership is prepared and recorded pursuant to Chapter 620, Florida Statutes, and the undersigned swear to the following:

1. Name: The name of the Partnership is:
C.E. Acquisitions, Ltd.
2. Registered Agent: The name and address of the agent for service of process is:

Cynthia J. Jackson, Esq.
500 S. Australian Ave. 10th Floor
West Palm Beach, Florida 33401
3. General Partners: The names and business addresses of the original General Partners are:

P98000036425
C.E. of Palm Beach Corporation, a Florida corporation
491 Zephyr Way
Juno Beach, FL 33408
4. Limited Partnership: The mailing address and principal place of business for the limited partnership is:

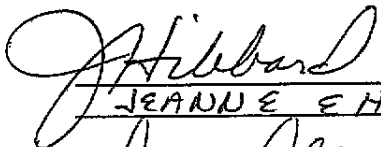
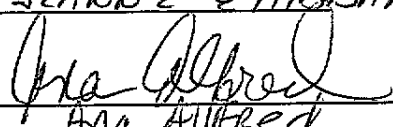
491 Zephyr Way
Juno Beach, FL 33408
5. Latest Date of Dissolution: The term for which the Partnership is to exist shall commence on the date hereof and shall continue until the fiftieth (50th) anniversary date hereof, unless earlier terminated by disposition of all of the interests in properties with which the Partnership has acquired, or the dissolution or termination of the Partnership.
6. Additional Limited Partners: The General Partners shall have the right to admit additional Limited Partners after the formation of the Partnership. Additional Limited Partners shall make capital contributions in amounts not yet determined.
7. Return of Contributions; No Specific Time; Priority; Cash Only: No specific time is agreed upon when the contribution of any Limited Partner is to be returned. No right is given any Limited

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PALM BEACH, FLORIDA

Partner to priority over any other Limited Partner as to return of contributions or as to compensation by way of income. No right is given to a Limited Partner to demand or receive property other than cash in return for his contribution.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Limited Partnership this 24 day of April, 1998.

Witnesses:


JEANNE E. HIBBARD

ANA ALFRED

GENERAL PARTNER:

C.E. of Palm Beach Corporation

By: 
Raymond E. Carter, President

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TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

IN COMPLIANCE WITH CHAPTER 620, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--THAT C.E. Acquisitions, LTD., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT THE CITY OF WEST PALM BEACH, STATE OF
FLORIDA, HAS NAMED CYNTHIA J. JACKSON LOCATED AT 500 South
Australian Avenue, 10th Floor, CITY OF West Palm Beach, STATE
OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

SIGNATURE: Raymond E. Carter
RAYMOND E. CARTER

TITLE: President of General Partner

DATE: April, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED LIMITED PARTNERSHIP, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: Cynthia Jackson
Registered Agent

DATE: April, 1998

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting the general partner of C.E. ACQUISITIONS, LTD., a Florida limited partnership, certifies:

The amount of the capital contributions to date of the limited partners is One Dollar (\$1.00).

The total amount contributed and anticipated to be contributed by the limited partners at this time totals Five Dollars (\$5.00).

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct to the best of my knowledge.

C.E. ACQUISITIONS, LTD.

By: C.E. OF PALM BEACH CORPORATION

By: Raymond E. Carter
RAYMOND E. CARTER
President

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SECRETARY OF STATE
PALM BEACH, FLORIDA

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared RAYMOND E. CARTER as President of C. E. of Palm Beach Corporation, a Florida corporation, who produced as identification a Florida driver's license showing him to be the individual named in the foregoing instrument, and he acknowledged to and before me that he executed the same as such officer of said corporation, duly authorized, for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid, this 4th day of May, 1998.

Jeanne E. Hibbard
Notary Public
State of Florida at Large
Certificate No. _____

My commission expires:

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