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COHEN, CHASE & HOFFMAN

NO. 001

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FLORIDA DIVISION OF CORPORATIONS
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FROM: COHEN, CHASE, HOFFMAN & TRAUTMAN, P.A.
CONTACT: MARY W KURLANSIK
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NAME: LARSON WAREHOUSES, LTD.

AUDIT NUMBER.....H98000009561

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

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TALLAHASSEE, FLORIDA

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
LARSON WAREHOUSES, LTD.
a Florida limited partnership

The undersigned General Partner of LARSON WAREHOUSES, LTD. (the "Partnership"), desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620, Part I of the Florida Statutes, hereby states the following:

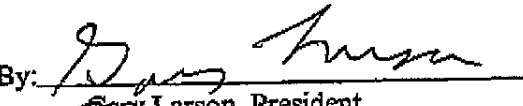
1. The name of the Partnership is LARSON WAREHOUSES, LTD.
2. The address of the office of the Partnership is 4689 SW 72 Avenue, Miami, Florida 33155.
3. The name and address of the registered agent for service of process on the Partnership is Raymond Larson, 4689 SW 72 Avenue, Miami, Florida 33155.
4. The name and business address of the General Partner is Larson Warehouses, Inc., 4689 SW 72 Avenue, Miami, Florida 33155.
5. The mailing address of the Partnership is 4689 SW 72 Avenue, Miami, Florida 33155.
6. The latest date upon which the Partnership shall dissolve is December 31, 2047.

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 Larson Warehouses, Ltd., this ___ day of May, 1998.

LARSON WAREHOUSES, LTD.

By: Larson Warehouses, Inc., General Partner

By: 
Gary Larson, President

This instrument prepared by:
Alan R. Chase, Esquire
Florida Bar No. 205478
Cohen, Chase & Hoffman, P.A.
9400 S. Dadeland Boulevard, Suite 600
Miami, Florida 33156
(305) 670-0201

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Larson Warehouses, Ltd., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, the undersigned, 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 the duties of registered agent.


RAYMOND LARSON

98 MAY 21 PM 4:41
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SECRETARY OF STATE

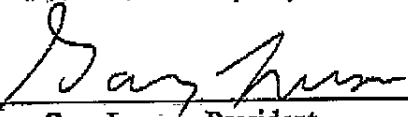
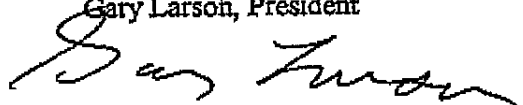
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Raymond Larson, President of LARSON WAREHOUSES, Inc., the General Partner of Larson Warehouses, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership", certifies as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is \$900,000.
2. It is anticipated that the limited partners will make additional capital contributions of \$0 to the Partnership.

LARSON WAREHOUSES, LTD.

By: Larson Warehouses, Inc, General Partner

By: 
Gary Larson, President


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