



THE UNITED STATES
CORPORATION
COMPANY

A98000001280

ACCOUNT NO. : 072100000032

REFERENCE : 829247 156334A

AUTHORIZATION :

COST LIMIT : \$ 245.00

Patricia Pigut

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 22 AM 11:34

ORDER DATE : May 22, 1998

ORDER TIME : 10:22 AM

ORDER NO. : 829247-005

CUSTOMER NO: 156334A

CUSTOMER: Ms. Dawn Peterson-zwart
MACKEY KRUMM VENTURES, INC.

Suite 805
1601 Forum Place
West Palm Beach, FL 33401

500002533205-- 2

DOMESTIC FILING

NAME: WEST PALM COMMERCE PARK,
LIMITED

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

(5)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

RECEIVED
98 MAY 22 AM 11:40
DIVISION OF CORPORATIONS

5/22/98

CERTIFICATE OF LIMITED PARTNERSHIP
OF WEST PALM COMMERCE PARK, LIMITED

FILED
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The undersigned, being all of the Partners of West Palm Commerce Park, Limited, hereby acknowledge, certify and swear that they have formed a limited partnership (hereinafter called the "Partnership"), pursuant to Florida law (F.S.A. Section 620) and that:

1. The name of the Partnership is WEST PALM COMMERCE PARK, LIMITED.
2. The character of the business of the Partnership shall be:
 - a. The pursuit and development and management and operation of a commerce park in West Palm Beach, Florida.
 - b. To engage in all other activities incidental or related to any of the foregoing, exercising all rights and powers to which the Partnership may be entitled under any and all laws, agreements or other documents, all as shall, from time to time, be considered appropriate by the Administrative General Partner. However, the Partnership shall participate in no other business but the acquisition of and holding, developing, managing and operating a commerce park unless authorized in a separate writing executed by the Limited Partner(s) and the General Partners.
3. The location of the principal place of business of the Partnership is in Palm Beach County, Florida at c/o MKV Realty, Inc., 1601 Forum Place, Suite 805, West Palm Beach, Florida 33401.
4. The name and address of the agent for service of process of the Partnership is:

Walter J. Mackey, Jr.
MKV Realty, Inc.
1601 Forum Place, Suite 805
West Palm Beach, Florida 33401
5. The mailing address of the Partnership is c/o MKV Realty, Inc., 1601 Forum Place, Suite 805, West Palm Beach, Florida 33401.

6. The Partnership commenced as of May 21, 1998 and shall be dissolved upon the earliest occurrence of any of the following events:

- a) One-hundred eighty (180) days after written demand for dissolution by the Original Limited Partner, Walter J. Mackey, Jr. ("MACKEY") and Walter T. Krumm ("KRUMM") and the Administrative General Partner, MKV Realty, Inc. ("MKV"), is served upon all other Partners, but in no event shall this unilateral notice or demand of dissolution be made prior to December 31, 2001; or
- b) A final order of dissolution by a court of competent jurisdiction; or
- c) The adjudication of bankruptcy, legal incapacity, or insolvency of the last remaining General Partner, unless the Partnership's business is continued as provided for in the Partnership Agreement or by Florida statute; or
- d) The sale or abandonment of all or substantially all of the property of the Partnership; or
- e) December 31, 2040.

7. The names of the General Partners of the Partnership and their addresses are as follows:

Administrative or Managing General Partner

MKV Realty, Inc. ("MKV")
1601 Forum Place, Suite 805
West Palm Beach, Florida 33401

895000048073

Non-Administrative General Partner

Richard A. Jerman ("JERMAN")
c/o Stirling Investment Company
209 Phipps Plaza
West Palm Beach, Florida 33480

8. The name of the Original Limited Partners and their capital contribution is:

	<u>Capital Contribution</u>
Walter J. Mackey, Jr. ("MACKEY")	\$15,000
Walter T. Krumm ("KRUMM")	\$15,000

9. The General partners have contributed to the capital of the Partnership by assignment of all of their right, title and interest in any and all interests related to the assisted living facility business per the Partnership Agreement, including without limitation, all interests in any Purchase Contracts, assignment of any Purchase Contracts, as well as all contractual arrangements relating to the acquisition, financing, leasing, management and development of assisted living facilities, in addition to the benefits and any credits for any payments or deposits with regard to any contract deposit, or any party providing professional services in consideration of the payment of certain reimbursements and fees described in the Partnership Agreement and for the allocation to them of the share of Partnership profits, losses and distributions as set forth therein.

No Partner ("General" or "Limited") shall be obligated to make any capital contributions to the Partnership except as stated in the Partnership Agreement.

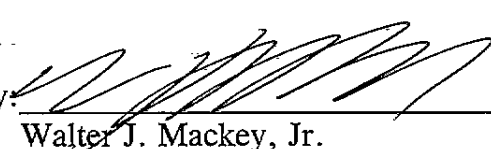
10. No Limited Partner shall have a right to any priority whatsoever over other Limited Partners as to contributions or compensation by way of income.
11. No Limited Partner shall have the right to substitute an assignee as a Limited Partner in his place except with the prior written consent of the General Partners on the terms and conditions set forth in the Partnership Agreement.

IN WITNESS WHEREOF, the Partners have executed and sworn to this Certificate on the date set forth below.

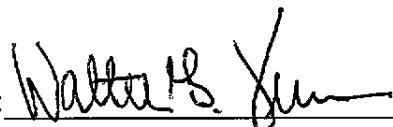
Administrative General Partner:
MKV REALTY, INC., a Florida
corporation

Original Limited Partners:
WALTER J. MACKEY, JR.

By: 
Walter J. Mackey, Jr., President

By: 
Walter J. Mackey, Jr.

WALTER T. KRUMM

By: 
Walter T. Krumm

Non-Administrative General Partner:
RICHARD A. JERMAN

By: 
Richard A. Jerman

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF WEST PALM COMMERCE PARK, LIMITED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 21 AM 11:34

BEFORE ME, the undersigned constituting all of the general partners of West Palm Commerce Park, Limited, a Florida Limited Partnership, certify as follows:

The amount of capital contributions to date of the limited partner(s) is \$30,000.00.

The total amount contributed and anticipated to be contributed by the limited partner(s) at this time totals \$30,000.00. Amended Affidavits and Certificates will be filed if additional limited partner capital contributions are received.

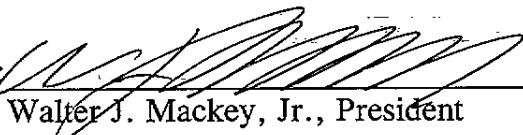
This 21st day of May, 1998.

FURTHER AFFIANT SAYETH NOT.

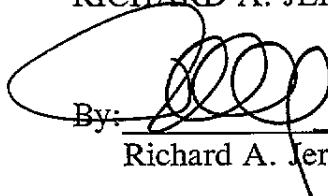
Under the penalties of perjury we declare that we have read the foregoing and that the facts alleged are true, to the best of our knowledge and belief.

GENERAL PARTNERS:

MKV REALTY, INC., a Florida corporation

By: 
Walter J. Mackey, Jr., President

RICHARD A. JERMAN

By: 
Richard A. Jerman