



THE UNITED STATES
CORPORATION
COMPANY

A98000001561

ACCOUNT NO. : 072100000032

REFERENCE *Patricia P. Smith* 871399 11758A

AUTHORIZATION :

COST LIMIT : \$ 140.00

ORDER DATE : June 25, 1998

ORDER TIME : 8:48 AM

ORDER NO. : 871399-005

CUSTOMER NO: 11758A

CUSTOMER: Jeffrey S. Wachs, Esq
DOUMAR CURTIS CROSS LAYSTROM
PERLOFF
1177 Southeast Third Avenue

Fort Lauderdale, FL 33316

500002573205--3

DOMESTIC FILING

NAME: THE ALLSWORTH FAMILY LIMITED
PARTNERSHIP

EFFECTIVE DATE:

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

BK

6/26/98

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUN 26 AM 11:09

RECEIVED
98 JUN 26 AM 9:53
DIVISION OF CORPORATIONS

CERTIFICATE OF LIMITED PARTNERSHIP

OF

THE ALLSWORTH FAMILY LIMITED PARTNERSHIP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 26 AM 11:09

THE UNDERSIGNED, constituting the General Partners of THE ALLSWORTH FAMILY LIMITED PARTNERSHIP, a Florida Limited partnership, hereby files its Certificate of Limited Partnership in accordance with Chapter 620, Florida Statutes, as follows:

1. Name of the Partnership. THE ALLSWORTH FAMILY
LIMITED PARTNERSHIP

2. The address of the office of the Partnership is.

1177 S.E. 3rd Avenue
Fort Lauderdale, FL 33316

3. Name and addresses of the agent for the service of process on the Partnership is.

JEFFREY S. WACHS, ESQ.
1177 S.E. 3rd Avenue
Fort Lauderdale, FL 33316

4. Name and business address of the General Partner is.

E. SCOTT ALLSWORTH
KATHRYN E. ALLSWORTH
1177 S.E. 3rd Avenue
Fort Lauderdale, FL 33316

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5. Mailing address of the Partnership is.

THE ALLSWORTH FAMILY
LIMITED PARTNERSHIP
c/o E. Scott Allsworth
1177 S.E. 3rd Avenue
Fort Lauderdale, FL 33316

6. Latest date upon which the Partnership will dissolve.

Will be in accordance with Section 620.157
of the Florida Statute, however, no later than
December 31, 2048.

The execution of this Certificate by the undersigned General
Partners constitutes an affirmation under penalties of perjury that
the facts stated herein are true.

IN WITNESS WHEREOF, the undersigned have duly executed this
Certificate of Limited Partnership of THE ALLSWORTH FAMILY LIMITED
PARTNERSHIP, this 8th day June, 1998.

GENERAL PARTNERS:


E. SCOTT ALLSWORTH

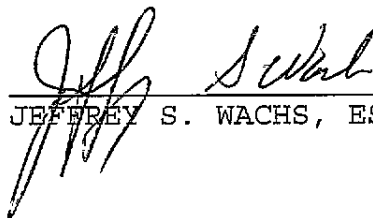

KATHRYN E. ALLSWORTH

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DIVISION OF CORPORATIONS
98 JUN 26 AM 11:09

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for **THE ALLSWORTH FAMILY LIMITED PARTNERSHIP**, a Florida limited partnership ("Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership agree to comply with any and all statutes relative to the complete and proper performance of the duties of a registered agent.

REGISTERED AGENT:



JEFFREY S. WACHS, ESQ.

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared E. SCOTT ALLSWORTH and KATHRYN E. ALLSWORTH, the General Partners of THE ALLSWORTH FAMILY LIMITED PARTNERSHIP, a Florida limited partnership, herein referred to as the "Partnership", who, upon being duly sworn, certified as follows:

1. As of the date hereof, the amount of capital contributions to the Partnership made by the Limited Partners is as follows:

\$5,000.00

2. The amount of capital contributions anticipated to be contributed by additional Limited Partners is as follows:

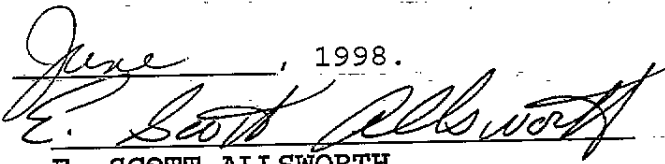
NONE

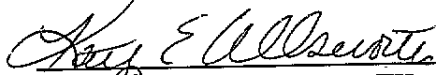
3. Affiant has executed this Affidavit of Capital Contributions as the duly authorized representative of the General Partner of said Partnership.

FURTHER AFFIANT SAYETH NOT.

Under 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.

DATED this 8th day of June, 1998.


E. SCOTT ALLSWORTH


KATHRYN E. ALLSWORTH

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STATE OF FLORIDA)
COUNTY OF BROWARD)

SS:

SWORN TO AND SUBSCRIBED before me, the undersigned authority,
by E. SCOTT ALLSWORTH, General Partner, and who appeared personally
before me and took an oath, who is personally known to me or who
produced _____ as
identification, on this 8th day of June, 1998.



LISA D. BELENSON
COMMISSION # CC 399213
EXPIRES AUG 10, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

Lisa D Belenson

Notary Public, State of Florida

Print Name: LISA D. Belenson

STATE OF FLORIDA)
COUNTY OF BROWARD)

SS:

SWORN TO AND SUBSCRIBED before me, the undersigned authority,
by KATHRYN E. ALLSWORTH, General Partner, and who appeared
personally before me and took an oath, who is personally known to
me or who produced _____ as
identification, on this 8th day of June, 1998.



LISA D. BELENSON
COMMISSION # CC 399213
EXPIRES AUG 10, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

Lisa D Belenson

Notary Public, State of Florida

Print Name: LISA D. Belenson