

6/30/98

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FROM: EMPIRE CORPORATE KIT COMPANY  
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PHONE: (305)541-3694

FAX #: (850)922-4000  
ACCT#: 072450003255  
FAX #: (305)541-3770

NAME: LAHAINA LTD  
AUDIT NUMBER.....H98000012078  
DOC TYPE.....FLORIDA LIMITED PARTNERSHIP  
CERT. OF STATUS..0 PAGES..... 5  
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498-1604



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 30, 1998

EMPIRE CORPORATE KIT COMPANY  
RAY STORMONT

SUBJECT: LAHAINA LTD.  
REF: W98000014962

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Section 620.108, Florida Statutes, requires the affidavit include the amount of capital contributions of the limited partners and the amount anticipated to be contributed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges  
Document Specialist

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F.R.E.D.

**CERTIFICATE OF LIMITED PARTNERSHIP**

The undersigned, desiring to form a limited partnership pursuant to the laws of Florida, certify as follows:

1. Name of Limited Partnership.

The name of the Limited Partnership is Lahaina Ltd.

2. Office for Maintenance of Business Records.

The address of the office at which the records of the Limited Partnership will be kept, as required by Section 620.106 of the Florida Statutes, is c/o I & S Management Inc., 2880 W. Oakland Park Blvd. #118, Ft. Lauderdale, FL 33311.

3. Agent for Service of Process.

The name and address of the Partnership's agent for service of process in Florida is Susanna Schmocker, 2880 W. Oakland Park Blvd. #118, Ft. Lauderdale, FL 33311.

4. General Partner.

The name and business address of the General Partner in the Limited Partnership is as follows:

Dixie Investment Management, Inc., c/o I & S Management Inc., 2880 W. Oakland Park Blvd., Suite 118, Ft. Lauderdale, FL 33311.

5. Address of Partnership.

The mailing address of the Limited Partnership is c/o I & S Management, 2880 W. Oakland Park Blvd., Suite 118, Ft. Lauderdale, FL 33311.

6. Date of Dissolution.

This instrument was prepared by:  
Hanna Rabenseifner, Esq., Fl Bar No. 750281  
905 Brickell Bay Dr. #1831, Miami, FL 33131  
(305) 358-8575

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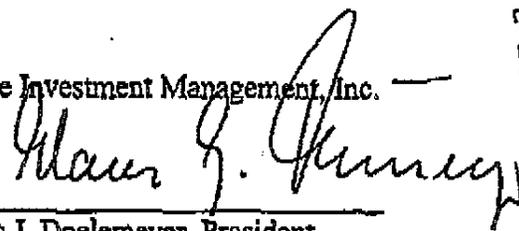
The latest date on which the Limited Partnership is to dissolve is December 31, 2020.

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Executed as of this 30th day of June, 1998, at Fort Lauderdale, Florida

Dixie Investment Management, Inc.

By:



Hans J. Doelemeyer, President  
GENERAL PARTNER

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

The undersigned, who is the only General Partner of Lahaina Ltd., declares that the capital contributions of the Limited Partner in the Partnership are as follows:

The Limited Partner has made capital contributions in the following amount:

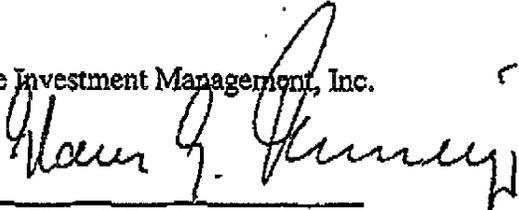
Hans J. Doelemeyer \$7,500.00 cash

No additional contributions are anticipated.

Executed as of this 30th day of June, 1998, at Fort Lauderdale, Florida.

Dixie Investment Management, Inc.

By:



Hans J. Doelemeyer, President

GENERAL PARTNER

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SWORN AND SUBSCRIBED BEFORE ME, the undersigned authority, by Hans J. Doelmeyer as President of Dixie Investment Management, Inc. who personally appeared before me as of this 30th day of June, 1998. He/she is personally known to me or produced n/a as identification and he/she took an oath.

*Hanna C. Rebersatiner*  
Notary Public



Hanna C. Rebersatiner  
MY COMMISSION # 00606337 EXPIRES  
December 28, 2000  
BONDED THRU TROY FARM INSURANCE, INC.

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the abovestated Limited Partnership, at the place designated in Article 3, the undersigned hereby agrees to act in this capacity, and further agrees to comply with provisions of all statutes relative to the proper and complete discharge of her duties

Dated this 25 day of June, 1998

*Susanna Schmocker*  
Susanna Schmocker

SWORN AND SUBSCRIBED BEFORE ME, the undersigned authority, by Susanna Schmocker who personally appeared before me on this 25 day of June, 1998. He/she is personally known to me or produced n/a as identification and he/she took an oath.

*Hanna C. Pabonmiller*  
Notary Public



Hanna C. Pabonmiller  
MY COMMISSION # CC066337 EXPIRES  
December 28, 2000  
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