

A98000001799



ACCOUNT NO. : 072100000032

REFERENCE : 901986 156334A

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 140.00

FILED
98 JUL 29 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : July 23, 1998

ORDER TIME : 11:49 AM

ORDER NO. : 901986-005

CUSTOMER NO: 156334A

CUSTOMER: Ms. Andrea McClung
MACKEY KRUMM VENTURES, INC.

Suite 805
1601 Forum Place
West Palm Beach, FL 33401

100002596781--0

DOMESTIC FILING

NAME: HAVERHILL COMMERCE PARK, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

98 JUL 23 PM 1:11
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 23, 1998

JANICE VANDERSICE
CSC
TALLAHASSEE, FL

SUBJECT: HAVERHILL COMMERCE PARK, LTD.
Ref. Number: W98000016832

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TALLAHASSEE, FLORIDA

We have received your document for HAVERHILL COMMERCE PARK, LTD. and the authorization to debit your account in the amount of \$140.00. However, the document has not been filed and is being returned for the following:

The registered agent must sign accepting the designation.

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) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 598A00039087

Certificate Of Limited Partnership
of
Haverhill Commerce Park, Ltd.

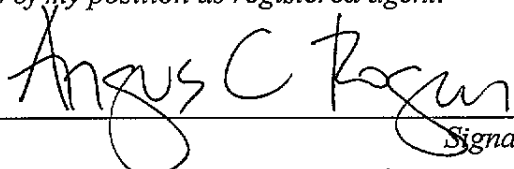
The undersigned hereby acknowledges, certifies and swears that it has formed a limited partnership (hereinafter called the "Partnership"), pursuant to Florida law (F.S.A. Section 620) and that:

1. The name of the Partnership is Haverhill Commerce Park, Ltd.
2. The business of the Partnership shall consist of:
 - a. The development, operation and management of a commerce park in West Palm Beach, Florida.
3. The location of the principal place of business of the Partnership is in Sarasota County, Florida, c/o Angus C. Rogers, 3700 S. Tamiami Trail, Suite 230, Sarasota, FL 34239.
4. The name and address of the agent for service of process of the Partnership is:

Angus C. Rogers
3700 S. Tamiami Trail, Suite 230
Sarasota, FL 34239

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SARASOTA COUNTY, FLORIDA

Having been named as registered agent and to accept service of process for this limited partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.



Signature
22 July 98

Date

5. The mailing address of the Partnership is c/o Angus C. Rogers, 3700 S. Tamiami Trail, Suite 230, Sarasota, FL 34239.
6. The Partnership commenced as of July 1, 1998 and shall be dissolved upon the earliest occurrence of any of the following events:
 - a) December 31, 2048. _

- b) A final order of dissolution by a court of competent jurisdiction; or
 - c) The adjudication of bankruptcy, legal incapacity, or insolvency of the General Partner; or
 - d) The sale or abandonment of the property of the Partnership.
7. The name of the General Partner of the Partnership and its address is as follows:

General Partner
Haverhill Commerce Park, Inc.
3700 S. Tamiami Trail, Suite 230
Sarasota, FL 34239

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

8. The Initial Limited Partner of the Partnership is Angus C. Rogers,

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

HAVERHILL COMMERCE PARK, INC.,
General Partner

By: Angus C Rogers
Angus C. Rogers, President

Date: 22 July 98

INITIAL LIMITED PARTNER:

Angus C Rogers
Angus C. Rogers

Date: 22 July 98

Affidavit of Capital Contributions
of
Haverhill Commerce Park, Ltd.

The undersigned Partners of Haverhill Commerce Park, Ltd., a Florida Limited Partnership, certify as follows:

1. The amount of capital contributions to date of Limited Partner is \$7,500.00.
2. The total amount contributed and anticipated to be contributed by the limited partner(s) at this time totals \$7,500.00. Amended Affidavits and Certificates will be filed if additional capital contributions are received.

Dated this 22nd day of July, 1998.

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

GENERAL PARTNER:

HAVERHILL COMMERCE PARK, INC.,
a Florida corporation

By: Angus C Rogers
Angus C. Rogers, President

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TALLAHASSEE, FLORIDA