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LAW OFFICES
OF
GREGG H. GLICKSTEIN, P.A.
54 S.W. BOCA RATON BOULEVARD
BOCA RATON, FL 33432

GREGG H. GLICKSTEIN
ATTORNEY AT LAW

PHONE: (561) 361-9600
FAX: (561) 361-9770

August 28, 1998

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

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-09/04/98--01078--002
***752.50 ***752.50

RE: MAC FAMILY, LTD.

Ladies and Gentlemen:

Enclosed please find an original, executed certificate of limited partnership and affidavit of capital contributions for MAC FAMILY, LTD. for filing. Also enclosed is a check in the amount of \$752.50, in payment of the following costs:

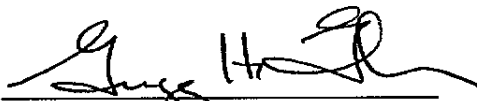
Filing Fee:	\$665.00
Certified Copy:	52.50
Designation of Registered Agent:	35.00
	<u>\$752.50</u>

FILED
9/4/98 4:30 PM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Kindly file the certificate of limited partnership and return a conformed copy to the undersigned.

Very truly yours,

GREGG H. GLICKSTEIN, P.A.

By: 
Gregg H. Glickstein, Esquire

Enclosures

A98-2105

Name	OK 9-10
Availability	
Document Examiner	OK
Updater	OK
Updater Verifier	OK
Acknowledgment	OK
W. P. Verifier	OK

CERTIFICATE OF LIMITED PARTNERSHIP
OF
MAC FAMILY, LTD.
a Florida Limited partnership

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

1. The name of the limited partnership is MAC FAMILY, LTD. (the "Partnership").
2. The address of the office of the Partnership is 20982 Avenel Run, Boca Raton, FL 33428

3. The name and address of the agent for service of process of the Partnership is as follows:

Markham L. Wheeler
20982 Avenel Run
Boca Raton, FL 33428.

4. The name and address of the General Partner is as follows:

MLW Corporation, a Florida corporation
20982 Avenel Run
Boca Raton, FL 33428

5. The mailing address of the Partnership is 20982 Avenel Run, Boca Raton, FL 33428.
6. The latest date upon which the Partnership will dissolve is December 31, 2060.

7. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by the General Partner.

8. 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 MAC FAMILY, LTD. this 28 day of August, 1998.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

898-7806

GENERAL PARTNER:
MLW CORPORATION,
a Florida corporation,

By: Mark L. Wheeler
Markham L. Wheeler, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

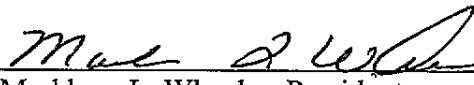
BEFORE ME the undersigned, personally appeared Markham L. Wheeler, the President of MLW Corporation, a Florida corporation, the General Partner of MAC FAMILY, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", who, upon being duly sworn, did certify as follows:

1. The amount of capital contributions of the Limited Partners is attached hereto as Exhibit "A".
2. The anticipated amount of additional capital contributions of the Limited Partners is none at this time.

FURTHER AFFIANT SAYETH NAUGHT.

The undersigned affirms under penalties of perjury that he have read the foregoing, and the facts stated herein are true to the best of my knowledge and belief.

MLW Corporation, a Florida corporation


Markham L. Wheeler, President

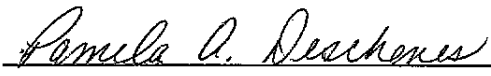
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF PALM BEACH

Sworn to and subscribed before me this 28th day of August, 1998, by Markham L. Wheeler, as President of MLW Corporation, a Florida corporation, who is personally known to me (or who has produced _____ as identification) and who did take an oath.

(SEAL)


Print name: Pamela A. Deschenes
Notary Public, State of Florida

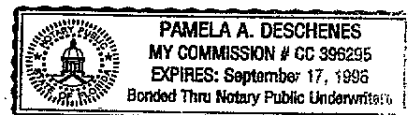


EXHIBIT "A"
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS
OF
MAC FAMILY, LTD.

Contributed by Markham L. Wheeler, as Limited Partner Cash	\$45,000.00
Contributed by Jane Sale as Custodian for Anne Elizabeth Wheeler, under the Florida Uniform Transfers to Minors Act, as Limited Partner Cash	\$25,000.00
Contributed by Jane Sale as Custodian for Caroline Leigh Wheeler, under the Florida Uniform Transfers to Minors Act, as Limited Partner Cash	\$25,000.00
Total Capital Contribution of Limited Partners:	<u>\$95,000.00</u>

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT

AS REGISTERED AGENT

Having been named as registered agent for MAC FAMILY, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree 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.

REGISTERED AGENT

DATED: August 28, 1998

By: Markham L. Wheeler
Markham L. Wheeler

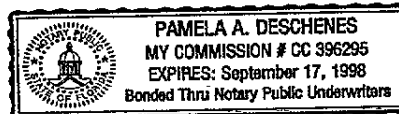
STATE OF Florida)

COUNTY OF Palm Beach)

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Markham L. Wheeler, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person and that an oath was taken. personal knowledge

WITNESS my hand and official seal in the County and State last aforesaid this 28th day of August, 1998.

Pamela A. Deschenes
Notary Public, State of Florida
Print Name: Pamela A. Deschenes
Serial Number, if any: CC 396295



FILED
98 SEP -4 PM 4: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA