



THE UNITED STATES
CORPORATION
COMPANY

A98000002107

ACCOUNT NO. : 072100000032

REFERENCE : 956897 7143749

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 10, 1998

ORDER TIME : 10:54 AM

ORDER NO. : 956897-005

CUSTOMER NO: 7143749

CUSTOMER: Charles E. Muller, Esq
MULLER & LIPSON, P.A.

Suite 1707
9100 South Dadeland Boulevard
Miami, FL 33156

DOMESTIC FILING

NAME: 3646 PARTNERS, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP - 10 PM 1:26

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DIVISION OF CORPORATIONS
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98 SEP 10 PM 12:15
DIVISION OF CORPORATION

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
3646 PARTNERS, LTD.**

Page 1
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The undersigned, pursuant to the provisions of Section 620.108 of the Florida Statutes, hereby certifies and swears in this Certificate of Limited Partnership to the following:

1. NAME.

The name of the Limited Partnership is:

3646 PARTNERS, LTD.

2. REGISTERED AGENT.

The name and address of the Registered Agent for the Limited Partnership is:

Charles E. Muller II
Suite 1550
9350 S. Dixie Highway
Miami, Florida 33156

3. GENERAL PARTNERS.

The names and business addresses of the general partners are as follows:

Charles J. Simons *SR*
3646 S.W. 57th Avenue
Miami, Florida 33155

Mary F. Simons
3646 S.W. 57th Avenue
Miami, Florida 33155

4. MAILING ADDRESS AND PRINCIPAL ADDRESS.

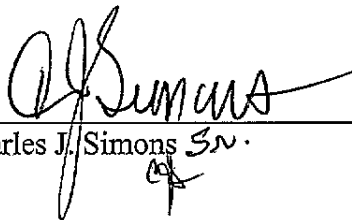
The mailing and principal address of the Limited Partnership is as follows:

3646 S.W. 57th Avenue
Miami, Florida 33155

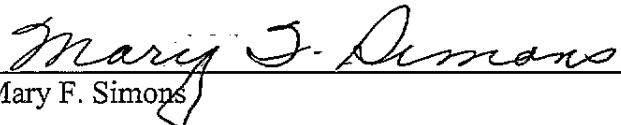
5. DISSOLUTION DATE.

The latest date upon which the Limited Partnership is to dissolve is December
31, 2027.

IN WITNESS WHEREOF, the General Partners have caused this certificate of
Limited Partnership to be executed at Miami, Florida, this 30 day of Sept., 1998.



Charles J. Simons Sr.



Mary F. Simons

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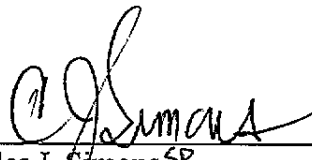
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STATE OF VERMONT)
) SS
COUNTY OF Windsor)

The undersigned General Partners of 3646 PARTNERS, LTD. (the "Limited Partnership"), being duly sworn, depose and say:

The total capital contributions of the limited partners of the Limited Partnership through this date is \$0 and the anticipated future capital contributions of the limited partners to the Limited Partnership is \$724,185.



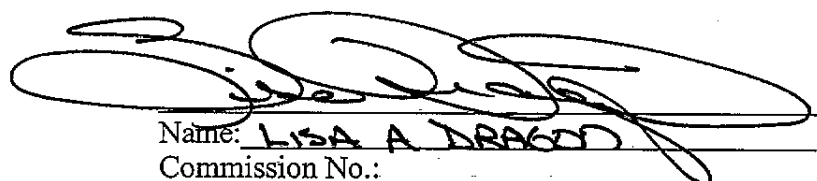
Charles J. Simons SR



Mary F. Simons

STATE OF VERMONT)
) SS
COUNTY OF Windsor)

The foregoing instrument was signed before me this 3rd day of September 1998, by Charles J. Simons, in the capacity indicated. He is personally known to me or has produced a Florida Driver's License as identification.



Name: LISA A DRAGON
Commission No.: _____
Notary Public
State of Vermont

My commission expires: 2-10-99

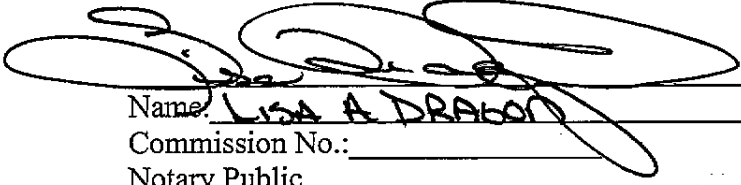
STATE OF VERMONT)

COUNTY OF WINDSOR)

SS

The foregoing instrument was signed before me this 3rd day of Sept., 1998, by Mary F. Simons, in the capacity indicated. She is personally known to me or has produced a Florida Driver's License as identification.

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DIVISION OF CORPORATIONS
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Name: LISA A. DRAGON
Commission No.: _____
Notary Public
State of Vermont

My commission expires: 2-10-99

ACCEPTANCE

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Pursuant to Section 620.192 of the Florida Statutes, the undersigned accepts appointment as registered agent for 3646 PARTNERS, LTD., a Florida limited partnership, and accepts all obligations imposed on him as such under Florida law.

Executed this 8th day of September, 1998.



Charles E. Muller II

\\simons,c\certificate.lp