

A98000002115

BERNARD ALLEN
MICHAEL T. ARCHIE
RICHARD E. BERMAN
W. TODD BOYD
DAVID S. DROBNER
ERICA L. ENGLISH
MARC L. FAUST
HOWARD L. FRIEDBERG
ROBERT C. GRADY
RICHARD B. IVANS
MICHAEL D. KATZ
MICHAEL J. KEAN
ADAM J. LAMB
JILL D. LEVY
MICHELE L. McNICHOL
ANTHONY H. PELLE
NOAH C. POLLACK
ALAN D. REESE
JOSE R. RIGUERA
WILLIAM D. ROHRER
JOHN R. SQUITERO
WILLIAM R. TRUEBA, JR.
DARIN I. ZENOV

SEVENTH FLOOR
MIAMI, FLORIDA 33133-5408

DADE (305) 856-2444
BOCA RATON (954) 781-4720
BROWARD (954) 522-3636
TELECOPIER (305) 285-9227

RONALD M. BARRON
(1945-1994)
OF COUNSEL
RICHARD MORTON

VIA FEDERAL EXPRESS

September 8, 1998

Department of State
Limited Partnerships Section
409 East Gaines Street
Tallahassee, Florida 32399

100002637341--4
-09/11/98--01067--010
***1785.00 ***1785.00

Re: **SUNSET MERCANTILE LIMITED PARTNERSHIP**
Our File No. 18076001

Dear Sir or Miss:

Enclosed, for filing, please find the original and one copy of the Certificate and Affidavit of Florida Limited Partnership of Sunset Mercantile Limited Partnership, together with our firm's trust account check payable to the Florida Department of State in the sum of \$1,785.00.

Please acknowledge the processing of the above by returning a stamped copy of the enclosed, together with the Department's Certificate acknowledging formation of this limited partnership.

Should you have any question regarding this matter, please do not hesitate to contact the undersigned.

Sincerely,

KATZ, BARRON, SQUITERO, FAUST
& BERMAN, P.A.


William D. Rohrer

WDR/sjz
enclosures
cc: Mr. James Rapp
Erica L. English, Esq.

h:\re\rapp\18076001\corp.doc\sos.01

FILED
98 SEP 11 10 30 AM '98
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A98-2115

Name	DRG-14
Availability	
Document Examiner	
Updater	
Updater	
Verifier	
Acknowledgment	
W. P. Verifier	

CERTIFICATE AND AFFIDAVIT OF LIMITED PARTNERSHIP

OF

SUNSET MERCANTILE LIMITED PARTNERSHIP

FILED
98 SEP 11 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUNSET MERCANTILE CORP., a Florida corporation (the "General Partner"), hereby makes, acknowledges, and files this Certificate of Limited Partnership (the "Certificate") for SUNSET MERCANTILE LIMITED PARTNERSHIP, hereinafter referred to as the "Partnership".

1. Name of Partnership: The name of the Partnership is SUNSET MERCANTILE LIMITED PARTNERSHIP, a Florida limited partnership.

2. Mailing Address and Principal Place of Business of the Limited Partnership: The mailing address and principal place of business of the Limited Partnership is 2221 Windsong Court, Safety Harbour, Florida 34695. The General Partner shall promptly give notice to the other Partners of any change of mailing address.

3. Name and Business Address of General Partner: The name and business address of the General Partner in the Partnership is SUNSET MERCANTILE CORP., 2221 Windsong Court, Safety Harbour, Florida 34695. 898-21670

4. Effective Date: The Partnership will become effective upon the filing of this Certificate and shall terminate and dissolve no later than August 31, 2097.

5. Agent for Service of Process: The Agent for service of process on the Partnership shall be James P. Rapp, 2221 Windsong Court, Safety Harbour, Florida 34695.

6. Capital Contributions: The undersigned herewith affirms

that the total value of Capital Contributions which the Limited Partners shall contribute is TWO MILLION TWENTY-NINE THOUSAND FIVE HUNDRED DOLLARS (\$2,029,500.00).

7. Anticipated Additional Contributions: No additional contributions are anticipated, other than as set forth in paragraph 6.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature and seal and swears to the foregoing as of the 24 day of August 1998, in accordance with Florida Statutes Section 620.108.

GENERAL PARTNER:

SUNSET MERCANTILE CORP.,
corporation

By: [Signature]
James P. Rapp, President

FILED
98 SEP 11 PM 4:30
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA
COUNTY OF Pinellas

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared James P. Rapp, as President of Sunset Mercantile Corp., a Florida corporation, on behalf of the corporation, who is personally known to me or who produced DL Data R100-455-51-336-0 as identification.

SWORN TO AND SUBSCRIBED before me at the County and State last aforesaid this 24th day of August 1998.



Alice Young
MY COMMISSION # CC604114 EXPIRES
November 25, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

[Signature]
Notary Public
ALICE YOUNG
Print Name of Notary
Serial Number CC604114
My Commission Expires: 11/25/2000

ACCEPTANCE BY REGISTERED AGENT

I hereby accept the appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed limited partnership named in the Certificate and Affidavit of Limited Partnership hereinabove set forth and do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in paragraph 5 of this Certificate.

Dated this 24 day of August 1998.


James P. Rapp

FILED
98 SEP 11 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA