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00789-00640-00671

August 25, 1998

VIA FEDERAL EXPRESS

Department of State
Corporate/Partnership Div.
409 East Gaines Street
Tallahassee, FL 32399

RE: Filing of Certificate of Limited Partnership
of Keidaish Family Partnership, Ltd.


Dear Madam/Sir:

Enclosed please find Certificate of Limited Partnership of Keidaish Family Partnership, Ltd., a Florida Limited Partnership, for filing with the State of Florida. Enclosed also please find our check in the amount of \$96.25, representing the amount of the filing of \$52.50, Registered Agent designation fee of \$35.00, and \$8.75 for the cost of a Certificate of Status for the above Limited Partnership.

Kindly forward a stamped copy of the Certificate, together with a Certificate of Status to us in enclosed return envelope.

Thank you very much for your assistance in this matter.

Very truly yours,


Ronald J. Zeller, Esq.

RJZ/ml
Encls.

W98-19979

Name	mt
Availability	mt
Document	mt
Examiner	mt
Updater	mt
Reviewer	mt
Acknowledgement	mt
W. P. Verifier	mt

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*****96.25 *****96.25

FF 87.50

CUS 8.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 22 PM 1:47



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 1, 1998

RONALD J. ZELLER, ESQ.
411 SOUTH COUNTY RD., STE 200
PALM BEACH, FL 33480

SUBJECT: KEIDAISH FAMILY PARTNERSHIP, LTD.
Ref. Number: W98000019979

We have received your document for KEIDAISH FAMILY PARTNERSHIP, LTD. and your check(s) totaling \$96.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

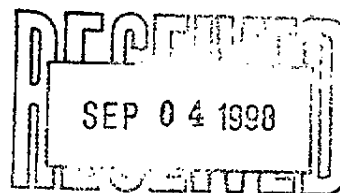
Pursuant to section 620.108, Florida Statutes, an affidavit declaring the amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners must accompany the certificate of limited partnership. The affidavit must be signed by all general partners.

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

Letter Number: 098A00044975



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DIVISION OF CORPORATIONS
98 SEP 22 PM 1:48

CERTIFICATE OF LIMITED PARTNERSHIP
OF
KEIDAISH FAMILY PARTNERSHIP, LTD.,
a Florida Limited Partnership

The undersigned General Partner desiring to form a limited partnership pursuant to 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 KEIDAISH FAMILY PARTNERSHIP, LTD. (the "Partnership").

2. The address of the office of the Partnership is 411 South County Road, #200, Palm Beach, FL 33480.

3. The name and address of the agent for service of process of the Partnership is Ronald J. Zeller, Esq., Zeller & Keihner, L.L.P., 411 South County Road, #200, Palm Beach, FL 33480.

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

Retrospect Assets, Inc.
Duncan McMillan, President
411 South County Road, #200
Palm Beach, FL 33480

P97-666668

5. The mailing address of the Partnership is: 411 South County Road, #200, Palm Beach, FL 33480.

6. The latest date upon which the Partnership will dissolve is 2020.

7. 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.

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 The Keidaish Family Partnership, Ltd., this 15th day of June, 1998.

GENERAL PARTNER:

RETROSPECT ASSETS, INC.

By: Suzanne T. Zeller
Suzanne T. Zeller, Secretary

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SEP 22 1998
PM 1:48

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for The Keidaish Family Partnership, 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:

June 15, 1998

Ronald J. Zeller
Printed Name: RONALD J. ZELLER

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AFFIDAVIT

Before me, the undersigned authority, personally appeared SUZANNE T. ZELLER, who being by me first duly sworn, deposes and says:

1. That I am over the age of eighteen (18) years old.
2. That I am filing this Affidavit pursuant to Florida Statutes Section 620.108.
3. That the initial capital contributions of the limited partners of the KEIDAISH FAMILY LIMITED PARTNERSHIP is \$ 500.00. That it is expected the limited partners will contribute additional capital to the partnership from time to time and will be filing supplemental affidavits as and when such additional capital contributions are made.
4. That the initial capital contribution of the general partner to the KEIDAISH FAMILY LIMITED PARTNERSHIP is \$ 500.00. That the general partner may make additional contributions to the partnership from time to time and will file supplemental affidavits as and when such additional capital contributions are made.

5. FURTHER, AFFIANT SAYETH NAUGHT.

DATED this 15TH day of June, 1998.

Suzanne T. Zeller
SUZANNE T. ZELLER

STATE OF FLORIDA
COUNTY OF PALM BEACH

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DIVISION OF CORPORATIONS

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The foregoing instrument was acknowledged before me this 15th day of June, 1998, by Suzanne T. Zeller, who is personally known to me, and who did acknowledge and swear under oath that the foregoing is true and correct.

(SEAL)

RJ Zeller
Notary Public
My Commission No.:
My Commission Expires: