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September 29, 1998

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Secretary of State
The Capitol
P.O. Box 6327
Tallahassee, FL 32314

RE: Zorn Partners, Ltd., a Florida Limited Partnership

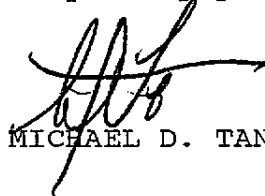
Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the **Certificate of Limited Partnership of Zorn Partners, Inc.**, together with a check in the amount of \$1,837.50 which represents the filing fee and certified copy fee.

Please file the enclosed original for the above-referenced matter and forward the certified copy to me at the above address.

If you should have any questions, please feel free to contact me.

Very truly yours,



MICHAEL D. TANNENBAUM

FILED
98 OCT -1 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	10/31/98
Availability	MDT/che
Document	Encl.
Examiner	DCC
Updater	DCC
Updater	
Verifier	
Acknowledgement	DCC
W. P. Verifier	DCC

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TC
\$700,000.00

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
Zorn Partners, Ltd.
a Florida Limited Partnership**

The undersigned general partners desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is Zorn Partners, Ltd.
2. The address of the office of the Partnership is 5257 Fountains Drive South, Apt. 304, Lake Worth, Florida 33467.
3. The name and address of the agent for services of process on the Partnership is Edward S. Zorn, 5257 Fountains Drive South, Apt. 304, Lake Worth, Florida 33467.
4. The names and business addresses of the general partners are as follows:

Edward S. Zorn
5257 Fountains Drive South
Apt. 304
Lake Worth, Florida 33467

Rosetta S. Zorn
5257 Fountains Drive South
Apt. 304
Lake Worth, Florida 33467

5. The mailing address of the Partnership is 5257 Fountains Drive South, Apt. 304, Lake Worth, Florida 33467.

6. The latest date upon which the Partnership shall dissolve is December 31, 2020.

The execution of this certificate by the undersigned general partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, this Certificate of Limited Partnership
has been executed by all of the general partners of Zorn Partners,
Ltd., this 31 day of July, 1998.

GENERAL PARTNERS

Edward S. Zorn
EDWARD S. ZORN

Rosetta S. Zorn
ROSETTA S. ZORN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Zorn Partners, 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



EDWARD S. ZORN

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

STATE OF FLORIDA

COUNTY OF PALM BEACH

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned personally appeared EDWARD S. ZORN and ROSETTA S. ZORN, constituting all of the general partners of Zorn Partners, Ltd., a Florida Limited Partnership, hereinafter referred to as the "Partnership," who upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the Limited Partners is as follows:

SEVEN HUNDRED THOUSAND DOLLARS (\$700,000.00)

2. The amount of additional capital contribution anticipated to be contributed by the Limited Partners is as follows:

NONE

FURTHER AFFIANT SAYETH NOT.

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

DATED: July 31, 1998

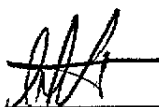

EDWARD S. ZORN
General Partner


ROSETTA S. ZORN,
General Partner

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared EDWARD S. ZORN and ROSETTA S. ZORN, known to me and known by me to be the persons who executed the foregoing Affidavit of Capital Contributions, and they acknowledged to me and before me that they executed this Affidavit as General Partners of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 31, day of July, 19 98.



NOTARY PUBLIC

My Commission Expires



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