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ATTORNEYS AT LAW

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WRITER'S DIRECT DIAL NUMBER: (305) 2735
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September 22, 1998

VIA OVERNIGHT EXPRESS MAIL

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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***1837.50 ***1837.50

Re: **Matthews Enterprises, Ltd.**
Our File No.: MA29803-1

Gentlemen:

Enclosed please find the Certificate of Limited Partnership of Matthews Enterprises, Ltd., the Acceptance of Appointment as Registered Agent and an Affidavit Declaring Amount of Capital Contributions of Matthews Enterprises, Ltd., for filing, together with a check in the amount of \$1,837.50, representing the filing fee of \$1,750.00, the registered agent's fee of \$35.00 and the fee for a certified copy of the Certificate of Limited Partnership of \$52.50.

Also enclosed please find an Application for Registration of Fictitious Name for Matthews Irrevocable Trust u/a/d 12/12/97, which is the general partner of Matthews Enterprises, Ltd., together with our check in the amount of \$50.00 for the filing fees.

After the Certificate of Limited Partnership of Matthews Enterprises, Ltd., has been filed, please provide us with a certified copy of same and forward it to the undersigned, together with an acknowledgment of the fictitious name registration. For your convenience in returning the certified copy of the Certificate of Limited Partnership, and the acknowledgment of registration we have enclosed a self-addressed fedex envelope that will be charged to our account.

Document	DCC
Examiner	DCC
Updater	DCC
Updater	DCC
Verifier	DCC
Acknowledgement	DCC
Verifier	DCC

FF \$1785.00
CC 52.50

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Florida Department of State
September 15, 1997
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If you have any questions, please feel free to contact the undersigned.

Very truly yours,

**RUDEN, McCLOSKEY, SMITH,
SCHUSTER & RUSSELL, P.A.**

A handwritten signature in black ink, appearing to read "D. Heller", with a long horizontal stroke extending to the right.

Dan P. Heller

DPH/ck
Enclosures

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October 6, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Attention: Diane Cushing
Corporate Specialist

Re: Matthews Enterprises, Ltd.
Ref. Number: W98000022238

Dear Ms. Cushing:

In accordance with your letter of September 29, 1998, a copy of which is enclosed for your reference, enclosed please find a Certificate of Limited Partnership of Matthews Real Estate Partners, Ltd., Acceptance of Appointment as Registered Agent for same and an Affidavit Declaring Amount of Capital Contributions, which is being filed in lieu of the Certificate of Limited Partnership, etc., previously filed and returned to us for Matthews Enterprises, Ltd.

In accordance with our original correspondence, please provide us with a certified copy of the Certificate of Limited Partnership for Matthews Real Estate Partners, Ltd., after same has been filed.

Very truly yours,

**RUDEN, McCLOSKEY, SMITH,
SCHUSTER & RUSSELL, P.A.**



Dan P. Heller

DPH/md
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 29, 1998

DAN P. HELLER
RUDEN MCCLOSKEY SMITH SCHUSTER & RUSSELL
701 BRICKELL AVENUE, SUITE 1900
MIAMI, FL 33131

SUBJECT: MATTHEWS ENTERPRISES, LTD.
Ref. Number: W98000022238

We have received your document for MATTHEWS ENTERPRISES, LTD. and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The limited partnership name designated in the document is not available since it is the same as, or not distinguishable from the name of another entity on file with this office. Please select a new name and make the substitution in all the appropriate places.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 098A00048798

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MATTHEWS REAL ESTATE PARTNERS, LTD.**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership ("Partnership") is MATTHEWS REAL ESTATE PARTNERS, LTD.

2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (the "Act") is c/o Mark Matthews, as Trustee of the Matthews Irrevocable Trust, u/a/d December 12, 1997, 10155 Collins Avenue, No. 1701, Miami Beach, Florida 33154.

3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is Dan P. Heller, Esq., Ruden, McClosky, Smith, Schuster & Russell, P.A., 701 Brickell Avenue, Suite 1900, Miami, Florida 33131.

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

<u>GENERAL PARTNER</u>	<u>BUSINESS ADDRESS</u>
Mark Matthews, as Trustee of the Matthews Irrevocable Trust	10155 Collins Avenue No. 1701 Miami Beach, Florida 33154

Prepared by: Dan P. Heller Esq., FL Bar #0472220
Ruden McClosky, Et al.,
701 Brickell Avenue, Suite 1900
Miami, Florida 33131
(305) 789-2735

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5. A mailing address for the Partnership is as follows:

MATTHEWS REAL ESTATE PARTNERS, LTD.
c/o Mark Matthews, Trustee
of the Matthews Irrevocable Trust
10155 Collins Avenue, No. 1701
Miami Beach, Florida 33154

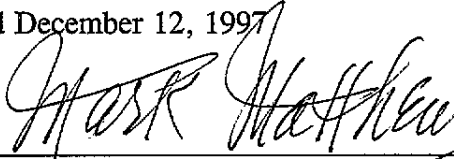
6. The latest date upon which the Partnership is to dissolve is December 31, 2027, unless terminated sooner in accordance with the provisions of the Limited Partnership Agreement.

7. An affidavit as to capital contributions of the limited partners is submitted herewith and hereby incorporated herein by reference.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal to this Certificate this 5 day of October, 1998.

GENERAL PARTNER:

MATTHEWS IRREVOCABLE TRUST
u/a/d December 12, 1997

By: 
Mark Matthews, Trustee

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Prepared by: Dan P. Heller Esq., FL Bar #0472220
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**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

THE UNDERSIGNED, named as the agent for service of process in paragraph three of the Certificate of Limited Partnership of MATTHEWS REAL ESTATE PARTNERS, LTD., hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act.

DATED this 5 day of October, 1998.



DAN P. HELLER, ESQ.

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**AFFIDAVIT DECLARING AMOUNT OF
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF
MATTHEWS REAL ESTATE PARTNERS, LTD.**

The undersigned, constituting the sole General Partner of MATTHEWS REAL ESTATE PARTNERS, LTD., (the "Partnership"), a Florida limited partnership, certifies as follows:

Upon the formation of the Partnership, the limited partners' contributions of cash and property to the Partnership have a value of \$2,500,000.00. No additional capital contribution is anticipated to be made by the limited partners.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

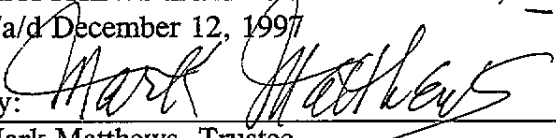
FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

MATTHEWS IRREVOGABLE TRUST,
u/a/d December 12, 1997

By:


Mark Matthews, Trustee

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DIVISION OF CORPORATIONS
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Prepared by: Dan P. Heller Esq., FL Bar #0472220
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