



THE UNITED STATES
CORPORATION
COMPANY

A98000002397

ACCOUNT NO. : 072100000032

REFERENCE : 002035 4336650

AUTHORIZATION :

COST LIMIT : \$ 140.00

ORDER DATE : October 20, 1998

ORDER TIME : 11:03 AM

ORDER NO. : 002035-005

CUSTOMER NO: 4336650

CUSTOMER: Mr. Keith Wasserstrom
BAKER & MCKENZIE
BAKER & MCKENZIE
1200 Brickwell Avenue
19th Floor
Miami, FL 33131

DOMESTIC FILING

NAME: COBLE FUNDING, LTD

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

100002668051--1

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 OCT 20 PM 1:25

RECEIVED
98 OCT 20 AM 11:27

BK 10/20/98

CERTIFICATE OF LIMITED PARTNERSHIP

OF

COBLE FUNDING, LTD.

a Florida limited partnership

1. The name of this limited partnership is Coble Funding, Ltd. (the "Partnership").
2. The principal place of business and the mailing address of the Partnership is:

3810 N 41st Avenue
Hollywood, FL 33021

3. The name and address of the registered agent of the Partnership is:

Jessica Wasserstrom
3810 N 41st Avenue
Hollywood, FL 33021

4. The name and address of the sole General Partner of the Partnership is:

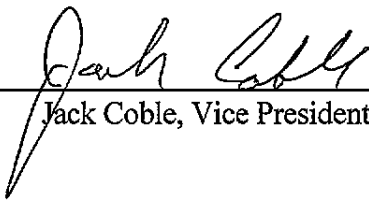
Coble Management, Inc.
3810 N 41st Avenue
Hollywood, FL 33021

5. The latest date upon which the Partnership is to dissolve is December 31, 2050.

IN WITNESS WHEREOF, the undersigned general partner of Coble Funding, Ltd., has executed this Certificate of Limited Partnership this 30th day of September, 1998.

GENERAL PARTNER:

Coble Management, Inc., a Florida corporation

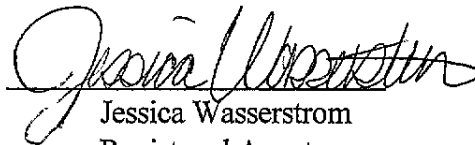
By: 
Jack Coble, Vice President

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09800000-80685

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for Coble Funding, Ltd., at the place designated in this Certificate of Limited Partnership, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto.


Jessica Wasserstrom
Registered Agent

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AFFIDAVIT OF CAPITAL CONTRIBUTION

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98 OCT 20 PM 1:25

1. The name of the partnership is Coble Funding, Ltd., a Florida limited partnership (the "Partnership").

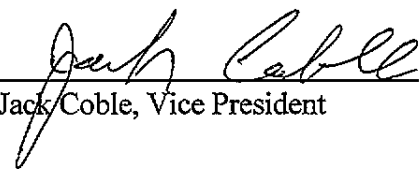
2. The amount of capital contributions of the Limited Partners and the amount anticipated to be contributed by the limited partners of the Partnership totals \$525.

FURTHER AFFIANT SAYETH NAUGHT.

GENERAL PARTNER:

Coble Management, Inc., a Florida corporation

By: _____


Jack Coble, Vice President

DATED: September 30, 1998