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WEST PALM BEACH, FLORIDA 33401

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ANDREA D. MCMILLAN
MARSHALL J. OSOFSKY****
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OF COUNSEL
EDWARD BOBICK

TELEPHONE (561) 659-3300
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October 13, 1998

* Board Certified Trial Lawyer
** Board Certified Business Litigation Lawyer
*** Board Certified Real Estate Lawyer
**** Board Certified Appellate Lawyer

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: H. Lange Holdings, Ltd.

200002664512--5
-10/15/98--01055--004
***1837.50 ***1837.50

Gentlemen:

Enclosed herewith for filing in connection with the captioned limited partnership are: Certificate of Limited Partnership and extra copy thereof, Affidavit of Capital Contributions, and Registered Agent form.

Also enclosed herewith is a check to the order of the Secretary of State in the amount of \$1,837.50 to cover the following fees:

Filing Fee	\$1,750.00
Certified copy of Certificate	52.50
Registered Agent Fee	35.00

Total: \$1,837.50

Kindly process the enclosures and return a certified copy of the Certificate of Limited Partnership at your earliest convenience.

Document Examiner	Thank you for your attention to this matter.
Updater	DCC
Updater	DCC
Verifier	DV:jha DCC
Acknowledgement	DCC
P. Verifier	DCC

Sincerely,

Dean Vegosen
Dean Vegosen

cc: Rüdiger Lange

A98000002401

98 OCT 15 PM 1:00
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

TC
\$2,510.758.00

CERTIFICATE OF LIMITED PARTNERSHIP
OF
H. LANGE HOLDINGS, LTD.

98 OCT 15 PM 1:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Limited Partnership is prepared and recorded pursuant to Chapter 620, Florida Statutes, and the undersigned swears to the following:

1. The name of the Partnership is H. LANGE HOLDINGS, LTD.
2. The character of the business is to acquire, own, hold, sell and transfer business interests in (a) other limited partnerships, (b) general partnerships, (c) corporations, (d) limited liability companies, (e) other legal entities and (f) real and personal property. The Partnership may do any and all acts deemed appropriate or necessary by the General Partner in furtherance of the Partnership's purpose and business, including borrowing money, mortgaging and pledging its assets and selling any of its assets.
3. The address of the office of the Partnership is c/o Lewis, Vegosen, Rosenbach, Silber & Dunkel, P.A., Attention: Dean Vegosen, 10th Floor, 500 S. Australian Avenue, West Palm Beach, Florida 33401.
4. The mailing address of the Partnership is c/o Lewis, Vegosen, Rosenbach, Silber & Dunkel, P.A., Attention: Dean Vegosen, P.O. Box 4388, West Palm Beach, Florida 33402-4388.
5. The mailing address of the sole General Partner is:

Name

Address

H. Lange Corporation

P98000085793

c/o Lewis, Vegosen, Rosenbach, Silber & Dunkel, P.A.
P.O. Box 4388
West Palm Beach, FL 33402

6. The term for which the Partnership is to exist shall commence on the date of filing hereof with the Secretary of State of Florida and shall continue until forty (40) years thereafter, unless earlier terminated by disposition of all of the interests in properties which the Partnership has acquired, or the dissolution or termination of the Partnership.

7. The Agent for Services of process of the Partnership is Lewis, Vegosen, Rosenbach, Silber & Dunkel, P.A. a Florida corporation whose address is c/o Dean Vegosen, 500 S. Australian Avenue, 10th Floor, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 8 day of September, 1998.

H. LANGE CORPORATION, General Partner

By: *Rüdiger Lange*
Rüdiger Lange, President

STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared RÜDIGER LANGE, as President of H. Lange Corporation, who produced a German passport as identification showing him to be the individual named in the foregoing instrument, and he acknowledged to and before me that he executed the same as such President of H. Lange Corporation, duly authorized, and affixed thereto the corporate seal, for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid, this 8 day of September, 1998.

Dean Vegosen
Notary Public



DEAN VEGOSEN
My Comm Exp. 5/05/00
Bonded By Service Inc
No. CC551577

() Personally Known () Other I.D.

STATE OF FLORIDA

COUNTY OF PALM BEACH

FILED
OCT 15 PM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Before me, a Notary Public authorized to take acknowledgements in the State and County aforesaid, appeared RÜDIGER LANGE, the President of H. LANGE CORPORATION, the sole General Partner of H. LANGE HOLDINGS, LTD., a Florida limited partnership ("the Partnership"), who, upon being duly sworn, certified and stated as follows:

1. The amount of capital contribution made by the Limited Partner is \$2,510,758.00.
2. The maximum amount of additional capital contributions that will be anticipated to be contributed by the Limited Partners in addition to the amount stated above is not known.
3. The amount of initial capital being contributed by the General Partner is \$100.00.
4. Under penalties of perjury, the undersigned acknowledges that he has read the foregoing and that the facts alleged are true to the best of his knowledge and belief.

IN WITNESS WHEREOF, the undersigned has executed this Affidavit the 8 day of September, 1998.

Rüdiger Lange
Rüdiger Lange

Sworn to and subscribed before me this 8 day of September, 1998 by Rüdiger Lange, who produced a German passport as identification.

Dean Vegosen
Notary Public, State of Florida



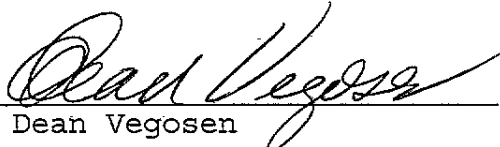
DEAN VEGOSEN
My Comm Exp. 5/05/00
Bonded By Service Inc.
No. CC551577
[] Personally Known [] Other L. D.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for H. LANGE HOLDING 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 the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of Registered Agent.

LEWIS, VEGOSEN, ROSENBACH,
SILBER & DUNKEL, P.A.

By:


Dean Vegosen

DATE: September 8, 1998

FILED
98 OCT 15 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA