

OCT. -30' 98(FRI) 12:04 BILZIN, SUMBERG, ET. AL

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FROM: BILZIN, SUMBERG DUNN PRICE & AXELROD LLP  
075350000132

ACCT#:

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(305)350-2446

NAME: GATEWAY FUND PARTNERS I, LIMITED PARTNERSHIP

AUDIT NUMBER.....H98000020237

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 3

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CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
GATEWAY FUND PARTNERS I, LIMITED PARTNERSHIP

The undersigned, desiring to form a limited partnership in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, as set forth in Sections 620.101 to 620.192, Florida Statutes, as amended, hereby states as follows:

1. The name of the limited partnership is GATEWAY FUND PARTNERS I, LIMITED PARTNERSHIP, a Florida limited partnership (the "Limited Partnership").

2. The address of the registered office of the Limited Partnership is:

7900 Miami Lakes Drive West  
Miami Lakes, Florida 33016-5897.

3. The name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, as amended, are:

Carol A. Fenello  
7900 Miami Lakes Drive West  
Miami Lakes, Florida 33016-5897.

4. The name and business address of the sole general partner of the Limited Partnership are:

Gateway Fund Partners I, Inc.,  
a Florida corporation  
7900 Miami Lakes Drive West  
Miami Lakes, Florida 33016-5897.

998-92447

5. The mailing address for the Limited Partnership is:

7900 Miami Lakes Drive West  
Miami Lakes, Florida 33016-5897.

6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2008.

The execution of this Certificate of Limited Partnership on behalf of the undersigned sole general partner constitutes an affirmation that the facts stated herein are true.

*This instrument prepared by:*  
Lissette Benitez, Esquire  
Florida Bar No. 0987794  
BILZIN SUMBERG DUNN PRICE & AXELROD LLP  
2500 First Union Financial Center  
Miami, Florida 33131-2336  
Telephone: 305-374-7580


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IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed in the name and on behalf of the sole general partner of the Limited Partnership as of the 30<sup>th</sup> day of October 1998.

GATEWAY FUND PARTNERS I, INC., a  
Florida corporation

By:   
Jonathan I. Kosak, Chairman of the Board  
and Secretary

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, having been designated as registered agent for GATEWAY FUND PARTNERS I, LIMITED PARTNERSHIP, a Florida limited partnership (the "Limited Partnership"), in the foregoing Certificate of Limited Partnership of the Limited Partnership, hereby agrees that she will accept service of process for and on behalf of the Limited Partnership and that she will comply with any and all laws, including, without limitation, Section 620.192, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated: October 30, 1998.

  
Carol A. Fenello, Registered Agent

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

) ) SS: )


BEFORE ME, the undersigned authority, a notary public authorized to administer oaths and to take acknowledgments in and for the State and County aforesaid, personally appeared Jonathan I. Kislak, as Chairman of the Board and Secretary of GATEWAY FUND PARTNERS I, INC., a Florida corporation (the "Corporation"), which corporation is the sole general partner of GATEWAY FUND PARTNERS I, LIMITED PARTNERSHIP, a Florida limited partnership (the "Limited Partnership"), who, after first being duly sworn on oath, deposes and says as follows on behalf of the Corporation:

1. Affiant is the Chairman of the Board and Secretary and duly authorized to act on behalf of the Corporation, which is the sole general partner of the Limited Partnership.

2. As of the date hereof, the limited partners of the Limited Partnership have actually contributed to the Limited Partnership an aggregate of \$1.00 of the total amount of \$250,000 in capital contributions anticipated to be contributed to the Limited Partnership by its limited partners.

3. Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.

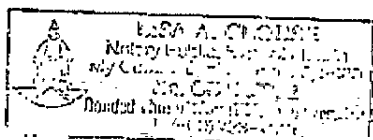
FURTHER AFFIANT SAYS NAUGHT.

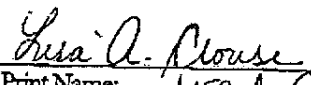
  
Jonathan I. Kislak, as Chairman of the Board and Secretary and on behalf of GATEWAY FUND PARTNERS I, INC., a Florida corporation

28 THE FOREGOING INSTRUMENT was acknowledged, sworn to and subscribed before me this day of October 1998, by Jonathan I. Kislak, as Chairman of the Board and Secretary of GATEWAY FUND PARTNERS I, INC., a Florida corporation, on behalf of such corporation; said individual is personally known to me.

My Commission Expires: 1/23/00

[NOTARIAL SEAL]



  
Print Name: Lisa A. Clouse  
NOTARY PUBLIC, State of Florida  
Serial No., if any: \_\_\_\_\_

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