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FLEMING, HAILE & SHAW, P.A.
ATTORNEYS

THREE GOLDEN BEAR PLAZA, SUITE 300
11780 U.S. HIGHWAY ONE
NORTH PALM BEACH, FLORIDA 33408

Telephone: (561) 627-8100
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December 23, 1998

VIA FEDERAL EXPRESS - PRIORITY DELIVERY

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

700002723587--1
-12/28/98-01100-008
***1785.00 ***1785.00

Re: THE RUDLEIN STABLE LIMITED PARTNERSHIP

Dear Sir/Madam:

Enclosed is the original and one copy of the Certificate of Limited Partnership and Affidavit of Capital Contributions on behalf of the above-referenced Limited Partnership.

Also enclosed is a check in the amount of \$1,785.00 to cover the filing fees for the same.

If you have any questions, please do not hesitate to call.

Very truly yours,

FLEMING, HAILE & SHAW, P.A.

By: *Christy L. Swendsen*
Christy L. Swendsen,
Legal Assistant

11/5/98
Enclosures

c: James H. Schnare, II, Esq.
Susan L. Petersen, CPA

11/5/98
P. Verifier
DCC

PALM BEACH OFFICE: 450 ROYAL PALM WAY • SIXTH FLOOR • PALM BEACH, FL 33480
Telephone: (561) 833-5600 • Facsimile: (561) 833-5604

TC
\$3,200,000.00

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CERTIFICATE OF LIMITED PARTNERSHIP OF
THE RUDLEIN STABLE LIMITED PARTNERSHIP

THE UNDERSIGNED, desiring to form a limited partnership (the "Partnership") in accordance with the requirements of Section 620.108 of the Uniform Limited Partnership Act of 1986 (the "Act"), do hereby sign and swear to this Certificate of Limited Partnership and the annexed Affidavit Regarding Capital Contributions, as follows:

1. The name of the Partnership is THE RUDLEIN STABLE LIMITED PARTNERSHIP.

2. The address of the office where the records of the Partnership are maintained as required by Section 620.106 of the Act is 67 North Beach Road, Hobe Sound, Florida 33475. The name and address of the registered agent of the Partnership upon whom process may be served is FHS Corporate Services, Inc., 11780 U. S. Highway One, Suite 300, North Palm Beach, Florida 33408.

3. The names of the General Partners of the Partnership are Donald I. Rudder and Anne Heublein Rudder, and its business address is 67 North Beach Road, Hobe Sound, Florida 33475.

4. The mailing address of the Partnership is 67 North Beach Road, Hobe Sound, Florida 33475.

5. The date that this Certificate of Limited Partnership shall become effective shall be January 1, 1999, in accordance with Section 620.108(2) of the Act.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands as of the 21 day of December, 1998.

GENERAL PARTNERS:

Donald I. Rudder

Donald I. Rudder

Anne Heublein Rudder

Anne Heublein Rudder

SECRETARY
STATE
FLORIDA
98 DEC 28 PM 12: 00
FILED

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts its appointment as Registered Agent of the aforesaid Limited Partnership. We are familiar with, and accept, the obligations of, Section 620 of the Florida Statutes.

FHS CORPORATE SERVICES, INC.,
a Florida corporation

By: James H. Schnare, II, President

AFFIDAVIT DECLARING CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
SS:
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Donald I. Rudder and Anne Heublein Rudder, known to me, each being first duly sworn, did depose and say as follows:

1. We are the General Partners of The Rudlein Stable Limited Partnership named in the Certificate of Limited Partnership of The Rudlein Stable Limited Partnership (the "Partnership"). We do make this Affidavit on behalf of the Partnership pursuant to the requirements of Section 620.108 of the Uniform Limited Partnership Act of 1986.

2. The amount of capital contributions of the Limited Partners of the Partnership and the amount anticipated to be contributed by them is a total of Three Million Two Hundred Thousand Dollars (\$3,200,000).

GENERAL PARTNERS:

Donald I. Rudder

Donald I. Rudder

Anne Heublein Rudder

Anne Heublein Rudder

98 | DEC 28 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ACKNOWLEDGMENT

STATE OF FLORIDA)
SS:
COUNTY OF PALM BEACH)

BEFORE ME personally appeared Donald I Rudder: who produced the following identification _____; who is personally known to me; and who acknowledged before me that he executed the foregoing Affidavit as his free act and deed for the uses and purposes set forth therein.

WITNESS my hand and official seal, at North Palm Beach, Florida, this 22nd day of December, 1998.

SEAL:



Jodi Ellen Marrs
Notary Public

Prepared By:
James H. Schnare, II, Fla. Bar Number 0332739
Fleming, Haile & Shaw, P.A.
11780 U.S. Highway One, Suite 300
North Palm Beach, Florida 33408

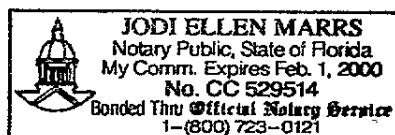
ACKNOWLEDGMENT

STATE OF FLORIDA)
SS:
COUNTY OF PALM BEACH)

BEFORE ME personally appeared Anne Heublein Rudder: who produced the following identification _____; who is personally known to me; and who acknowledged before me that she executed the foregoing Affidavit as her free act and deed for the uses and purposes set forth therein.

WITNESS my hand and official seal, at North Palm Beach, Florida, this 22nd day of December, 1998.

SEA1:



Jodi Ellen Marrs
Notary Public

Notary Public

JO BLO 20 W 12 35
SECOND STATE
TALLAHASSEE, FLORIDA

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Prepared By:
James H. Schnare, II, Fla. Bar Number 0332739
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