

A990000000090



Courtelis
Company

December 16, 1998

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

Re: **Conroy-Apopka Associates, Ltd.**

300002717723--4
-12/21/98--01098--004
****140.00 ****140.00

Ladies and Gentlemen:

With reference to the formation of the aforementioned entity as a Florida limited partnership, enclosed herewith are the following original document and instrument, to wit:

1. Certificate of limited partnership of Conroy-Apopka Associates, Ltd., executed by its corporate general partner, Newcaster Devcorp, Inc., a Florida corporation, on December 16, 1998, and which has attached to it the limited partnership registered agent designation and the affidavit of capital contributions, both of which have also been executed by Newcaster Devcorp, Inc.; and

Name	12/29/98
Availability	OK
Document	
Examiner	DC
Updater	DC
Updater	
Verifier	
Acknowledgement	DC
Sincerely yours,	
V. P. Verifier	DC

Courtelis Company's check number 2203, made payable to the Florida Department of State, in the amount of \$140.00, which represents the filing fee for the formation of same based upon an initial contribution of \$6,250.00 by the partners (i.e., \$52.50), a certified copy of the certificate (i.e., \$52.50) and the resident agent designation (i.e., \$35.00).

Once the limited partnership has been formed, kindly return the certified copy of the certificate to the undersigned.

Sincerely yours,

Victor L. Stosik
General Counsel

A990000000090

VLS/cem
Enclosures

701 Brickell Ave., Suite 1400
Miami, Florida 33131-2822
Telephone: (305) 379-8467
Facsimile: (305) 381-7875

(LGL\MYFILES\LETTERS\SEC\YOFST-LTD-NEW)

W98000029012

TC
\$6,250.00



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 29, 1998

VICTOR L. STOSIK
COURTELIS COMPANAY
701 BRICKELL AVE., SUITE 1400
MIAMI, FL 33131-2822

SUBJECT: CONROY-APOPKA ASSOCIATES, LTD.
Ref. Number: W98000029012

We have received your document for CONROY-APOPKA ASSOCIATES, LTD. and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent you have listed in the certificate (W. Douglas Pitts) and the name you have listed on the Registered Agent Designation page (Newcaster Devcorp, Inc.) must be the same. Either list the individual on each page or list the corporation on each page.

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: 298A00060725

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
CONROY-APOPKA ASSOCIATES, LTD.**

The undersigned General Partner, desiring to form a limited partnership pursuant to Section 620.108 of the Florida Statutes, does hereby certify and swear to the following:

1. The name of the limited partnership is CONROY-APOPKA ASSOCIATES, LTD.
2. The location of the principal place of business of the limited partnership is 701 Brickell Avenue, Suite 1400, Miami, Florida 33131-2822.
3. The name of the agent for service of process on the limited partnership required to be maintained pursuant to the provisions of Section 620.105 of the Florida Statutes is W. Douglas Pitts, whose address is 701 Brickell Avenue, Suite 1400, Miami, Florida 33131-2822.
4. The name and business address of the general partner is NEWCASTER DEVCORP, INC., a Florida corporation, 701 Brickell Avenue, Suite 1400, Miami, Florida 33131-2822.
5. The mailing address for CONROY-APOPKA ASSOCIATES, LTD., is 701 Brickell Avenue, Suite 1400, Miami, Florida 33131-2822.
6. The latest date upon which the limited partnership is to dissolve is December 31, 2028, unless otherwise agreed in writing by the partners.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the General Partner of CONROY-APOPKA ASSOCIATES, LTD., this 16th day of December, 1998.

GENERAL PARTNER:

NEWCASTER DEVCORP, INC., a Florida corporation

By: _____

W. Douglas Pitts, President

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE -)

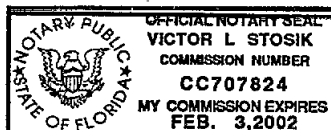
BEFORE ME, personally appeared W. Douglas Pitts, known to me to be President of NEWCASTER DEVCORP, INC., a Florida corporation, the General Partner of CONROY-APOPKA ASSOCIATES, LTD., in the foregoing instrument, and known to me to be the person who executed the same, and he acknowledged before me that said instrument is his act and deed and that he executed the same for the purposes therein expressed in the capacities stated herein. He is personally known to me and did/did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 16th day of December, 1998.

Name: _____

Notary Public, State of Florida

My Commission Expires: _____



[CLERK TYPE] CONROY-APOPKA-CLP - 12/16/98

LIMITED PARTNERSHIP REGISTERED AGENT DESIGNATION


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 620.105(2), FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

CONROY-APOPKA ASSOCIATES, LTD., with its principal place of business at 701 Brickell Avenue, Suite 1400, Miami, Florida 33131-2822, has named W. Douglas Pitts, located at 701 Brickell Avenue, Suite 1400, Miami, State of Florida, as its Agent to accept service of process within Florida.

GENERAL PARTNER:

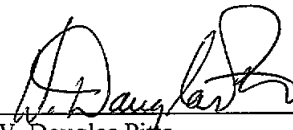
NEWCASTER DEVCORP, INC., a Florida corporation

By: 
W. Douglas Pitts, President

Date: January 13, 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 14 PM 4: 57

Having been named to accept service of process as statutory registered agent for the above stated limited partnership, at the place designated in this certificate, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 620.192 Florida Statutes.


W. Douglas Pitts

Date: January 13, 1999

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared W. Douglas Pitts, the President of Newcaster Devcorp, Inc., a Florida corporation, and the general partner of Conroy-Apopka Associates Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership", who, upon being duly sworn, certified as follows:

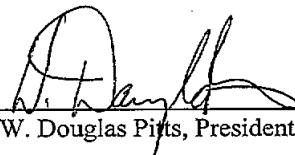
1. The amount of the initial capital contributions made by the limited partners to the Partnership is, in the aggregate, \$6,250.00.

2. At this time, the anticipated amount of the capital contributions to be made by the limited partners to the Partnership is, in the aggregate, \$6,250.00.

Under 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:

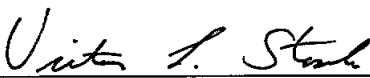
NEWCASTER DEVCORP, INC., a Florida corporation

By: 
W. Douglas Pitts, President

Date: December 16, 1998
Miami, Florida

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared W. Douglas Pitts, as President of Newcaster Devcorp, Inc., a Florida corporation and the general partner of Conroy-Apopka Associates, Ltd., known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as the President of the General Partner of said Partnership. He is personally known to me and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 16th day of December, 1998.


Name: _____
Notary Public, State of Florida

My Commission Expires:



(LGL\MYFILES\CONROY\CONROY-APOPKA-ACC - 12/16/98)