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HINES NORMAN & ASSOCIATES, P.L.

ATTORNEYS AT LAW

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March 5, 1999

TAXATION
CORPORATION & BUSINESS LAW
ESTATE PLANNING & ADMINISTRATION

(813) 251-8659
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Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

300002798273--2
-03/08/99-01135-009
***1785.00 ***1785.00

Re: **Certificate of Limited Partnership for ELAN INVESTMENTS, LTD.**
Articles of Organization for ELAN MANAGEMENT, LLC

Dear Sir or Madam:

Enclosed are an original and one copy of the Certificate of Limited Partnership of ELAN INVESTMENTS, LTD., a Florida Limited Partnership. Please file the original Certificate, date stamp the copy, and return the copy to our office. Enclosed is a check in the amount of \$1,785.00 to cover the cost of the following expenses:

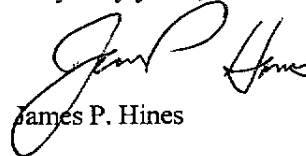
Filing Fee	\$1,750.00
Registered Agent Fee	<u>35.00</u>
Total	\$1,785.00

Enclosed also are an original and one copy of the Articles of Organization for ELAN MANAGEMENT, LLC. Please file the original Articles, date stamp the copy, and return the copy to our office. Enclosed is a check in the amount of \$285.00 to cover the cost of the following expenses:

Filing fee	\$250.00
Registered Agent Fee	<u>35.00</u>
	\$285.00

Thank you for your assistance.


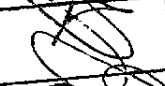

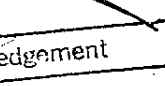
Very truly yours,


James P. Hines

JPH:cn
Enclosures
Check:

\$1,785
\$ 285

cc: Lawrence J. Keim (w/ encls.)

Name Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -8 PM 4:55

CERTIFICATE OF LIMITED PARTNERSHIP

OF

**ELAN INVESTMENTS, LTD.,
a Florida Limited Partnership**

The undersigned general partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states the following pursuant to Florida Statute §620.108(1):

(a) The name of the Partnership is ELAN INVESTMENTS, LTD. ("the Partnership"), a Florida limited partnership.

The address of the office of the Partnership is:

1315 Oxmoor Court
Valrico, Florida 33594

(b) The name and address of the agent for service of process for the Partnership is:

James P. Hines, Esquire
Hines Norman & Associates, P.L.
315 South Hyde Park Avenue
Tampa, Florida 33606

(c) The name and business address of the general partner of the Partnership is:

699000001405
ELAN MANAGEMENT, LLC
1315 Oxmoor Court
Valrico, Florida 33594

(d) The mailing address for the Partnership is:

1315 Oxmoor Court
Valrico, Florida 33594

(e) The latest date upon which the Partnership shall dissolve is:

December 31, 2048

(f) The Partnership is authorized to issue 10,000 partnership units and will initially issue 5,000 partnership units.

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99 MAR -8 PM 4:55

The execution of this Certificate by the undersigned general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the undersigned general partner of the Partnership, this 5 day of March, 1999.

ELAN MANAGEMENT, LLC

Cellette Nadesan

Witness

Lawrence J. Keim
By: Lawrence J. Keim, as Trustee of the
Lawrence J. Keim Revocable Trust,
Member, General Partner

Barbara J. Alexander

Witness

Lawrence J. Keim
By: Lawrence J. Keim, as Trustee of the
Nancy J. Keim Revocable Trust,
Member, General Partner

Cellette Nadesan


Witness

Barbara J. Alexander

Witness

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having being named as registered agent for ELAN INVESTMENTS, LTD. ("the Partnership"), a Florida limited 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, including Florida Statute §620.192.



James P. Hines, Esquire
Registered Agent

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned general partner of ELAN INVESTMENTS, LTD. ("the Partnership"), a Florida limited partnership, hereby certifies as follows pursuant to Florida Statute §620.108(1):

As of the date set forth hereinbelow, the amount of capital contributions of the limited partners of the Partnership is as follows:

\$0.00

As of the aforesaid date, the total amount anticipated to be contributed by the limited partners of the Partnership is as follows:

\$373,324.05

Under the penalties of perjury, I, Lawrence J. Keim, Trustee, as the representative of the Members of the general partner of the Partnership, hereby declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

IN WITNESS WHEREOF, this Affidavit of Capital Contributions has been executed by the undersigned general partner, this 9 day of March, 1999.

ELAN MANAGEMENT, LLC

Celette Nadeau
Witness

Lawrence J. Keim
By: Lawrence J. Keim, as Trustee of the
Lawrence J. Keim Revocable Trust,
Member, General Partner

Barbara J. Allen
Witness

Celette Nadeau
Witness

Lawrence J. Keim
By: Lawrence J. Keim, as Trustee of the
Nancy J. Keim Revocable Trust,
Member, General Partner

Barbara J. Allen
Witness