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FLORIDA LIMITED PARTNERSHIP
ENCORE HOLDINGS LIMITED PARTNERSHIP

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**CERTIFICATE OF LIMITED PARTNERSHIP OF
ENCORE HOLDINGS LIMITED PARTNERSHIP**

THE UNDERSIGNED, desiring to form a Limited Partnership under the Florida Revised Uniform Limited Partnership Act, hereby certify as follows:

FIRST: The name of the Limited Partnership is ENCORE HOLDINGS LIMITED PARTNERSHIP.

SECOND: The address of the office of the Partnership where the records will be maintained is 310 East Lake Road, Palm Harbor, FL 34685.

THIRD: The name and address of the agent for service of process is ALAN S. GASSMAN, 1245 Court Street, Suite 102, Clearwater, Florida 33756.

FOURTH: The names, business address and mailing address of each General Partner are as follows:

ENCORE HOLDINGS, INC.
310 East Lake Road *P990000024033*
Palm Harbor, FL 34685

FIFTH: The mailing address of the Limited Partnership is 310 East Lake Road, Palm Harbor, FL 34685. The mailing address and the principal place of business address are the same.

SIXTH: The latest date on which the Limited Partnership is to dissolve is March 23, 2026.

WE, the undersigned General Partners, declare under penalties of perjury that we have examined the foregoing and it is true, correct and complete.

Alan S. Gassman, Esquire
1245 Court Street, Suite 102
Clearwater, FL 33756
(813) 442-1200
Florida Bar # 371750

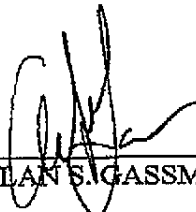
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DATED this 23rd day of March, 1999.



ALAN S. GASSMAN

Its: Assistant Vice President
"General Partner"

(Signature of all General Partners required.)

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Alan S. Gassman, Esquire
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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

THE UNDERSIGNED, acting as an Officer of ENCORE HOLDINGS, INC., a Florida Corporation, which is the General Partner of ENCORE HOLDINGS LIMITED PARTNERSHIP, a Florida Limited Partnership being formed pursuant to Florida Statute § 620.108, does hereby, under penalty of perjury and to the best of the undersigned's knowledge and belief, declare as follows:

The amount of capital contribution of the Limited Partners and the amount anticipated to be contributed by the Limited Partners with respect to the Partnership is \$100.00.

FURTHER, Affiant sayeth not.

DATED this 23rd day of March, 1999.


ALAN S. GASSMAN

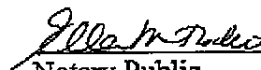
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STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared ALAN S. GASSMAN, acting as an Officer of Encore Holdings, Inc., who expressed that he executed the foregoing Affidavit for the purposes therein expressed.

WITNESS my official hand and seal this 23rd day of March, 1999.


Notary Public

My Commission Expires:

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:cmf 3-23-99
Alan S. Gassman, Esquire
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Florida Bar # 371750
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ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute 48.091 and this Certificate of Limited Partnership, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates as his location for service of process as:

ALAN S. GASSMAN, ESQUIRE
1245 Court Street
Suite 102
Clearwater, Florida 33756

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.



_____(SEAL)
ALAN S. GASSMAN, ESQUIRE

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