

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA LIMITED PARTNERSHIP

Mulholland Family Investments, Ltd.

Name	3/26/99
Availability	due
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**CERTIFICATE OF LIMITED PARTNERSHIP OF
MULHOLLAND FAMILY 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 as set forth in Chapter 620.108, Florida Statutes, hereby certifies the following:

1. Name of Partnership. The name of the Partnership is as follows:

Mulholland Family Investments, Ltd.

2. Address of Record Keeping Office. The address of the record keeping office of the Partnership in the State of Florida is as follows:

130 Coquille Way
Vero Beach, Florida 32963

3. Registered Office and Agent. The name and address of the agent for service of process on the Partnership is as follows:

Valdes-Fauli Corporate Services, Inc.
777 S. Flagler Drive
Suite 500 East
West Palm Beach, Florida 33401

4. Name and Business Address of General Partner. The name and business address of the general partner are as follows:

Mulholland Family Investments, Inc.
130 Coquille Way
Vero Beach, Florida 32963

Stephen G. Vogelsang, Esq.
FL BAR # 614424
Gunster, Yoakley, Valdes-Fauli
& Stewart, P.A.
777 S. Flagler Dr., Suite 500-East
West Palm Beach, FL 33401
(561) 655-0626

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5. Mailing Address. The mailing address of the Partnership is as follows:

130 Coquille Way
Vero Beach, Florida 32963

6. Latest Date Upon Which Partnership Is To Dissolve. The latest date upon which the Partnership is to dissolve is December 31, 2049.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by James S. Mulholland III, President of Mulholland Family Investments, Inc., a Florida corporation, as general partner of Mulholland Family Investments, Ltd., this 16th day of March 1999.

MULHOLLAND FAMILY INVESTMENTS, INC.,
a Florida corporation, General Partner of
Mulholland Family Investments, Ltd., a Florida
limited partnership

By: 

Name: James S. Mulholland III
Title: President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the Undersigned, personally appeared James S. Mulholland III, President of Mulholland Family Investments, Inc., General Partner of Mulholland Family Investments, Ltd., a Florida limited partnership (the "Partnership"), who certifies as follows:

1. The total amount of capital contributions of the limited partners to the Partnership is \$500,000.00.
2. The limited partners anticipate making additional capital contributions to the Partnership of \$ 500,000.

Dated this 12TH day of March 1999.

FURTHER AFFIANT SAITH NOT.

Under penalty of perjury, I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

MULHOLLAND FAMILY INVESTMENTS, INC., a
Florida corporation, General Partner of
MULHOLLAND FAMILY INVESTMENTS, LTD., a
Florida limited partnership

By: 

Name: James S. Mulholland III
Title: President

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STATE OF FLORIDA
COUNTY OF INDIAN RIVER

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 James S. Mulholland III, President of Mulholland Family Investments, Inc., General Partner of Mulholland Family Investments, Ltd., known to me and known by me to be the person who executed the foregoing instrument, and he acknowledged to me and before me that he executed this instrument as General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 12TH day of March 1999.


Notary Public
State of Florida at Large
My Commission Expires:

405432.1

 Patricia F Cherry
My Commission CC729009
Expires April 23, 2002

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for **Mulholland Family Investments, Ltd.**, a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Partnership and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:**VALDES-FAULI CORPORATE
SERVICES, INC.**

By: 
Michael V. Mitrione, Vice President

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