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* BOARD CERTIFIED IN FAMILY AND MARITAL LAW
FELLOW, AMERICAN ACADEMY OF TRIAL LAWYERS
CERTIFIED FAMILY LAW MEDIATOR

* ESTATE PLANNING

March 30, 1999

Division of Corporations - **VIA FEDERAL EXPRESS**
409 East Gaines Street
Tallahassee, Florida 32301
Attention: Filing Division

900002825298--8
-03/31/99-01053-001
***148.75 ***148.75

RE: GIANCO HOLDINGS, LTD.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Certificate of Limited Partnership, Acceptance of Registered Agent, and Affidavit of Capital Contribution for Gianco Holdings, Ltd., along with a check in the amount of \$148.75 for the following fees:

Filing of Certificate of Limited Partnership	\$52.50
Registered Agent Designation	\$35.00
Certified copy of Certificate of Limited Partnership	\$52.50
Certificate of Good Standing	\$ 8.75

Please return **via Federal Express priority delivery**, to this office using the enclosed addressed Federal Express envelope. If you have any questions, please telephone.

Name Availability	
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgement	
W. P. Verifier	

Very truly yours,

HUNT, COOK, RIGGS, MEHR & MILLER, P.A.

By:

[Signature]
Robert J. Hunt, Esq.

RJH: DMD
Enc.

cc: Gianco Holdings, Ltd.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 31 PM 2:30

GIANCO HOLDINGS, LTD.
CERTIFICATE OF LIMITED PARTNERSHIP

In accordance with the Florida Revised Uniform Limited Partnership Act (1986) ("FRULP"), the undersigned, being the sole General Partner (the "General Partner") of GIANCO HOLDINGS, LTD., a limited partnership (the "Partnership"), formed pursuant to the Limited Partnership Agreement dated as of March 29, 1999 (the "Partnership Agreement"), hereby certifies as follows:

1. The name of the partnership is GIANCO HOLDINGS, LTD.
2. The address of the record keeping office of the Partnership required by Section

620.105 of the FRULP to be maintained in this State is as follows:

Unit No. 4, Costa Corporate Centre
3325 N.W. 97th Avenue
Miami, FL 33178

3. The name and address of the agent for service of process is as follows:

HCRM Corp.
2200 Corporate Blvd., N.W., Suite 401
Boca Raton, Florida 33431

4. The name and business address of each general partner is as follows:

899000029740
Gianco Holdings, Inc.
Unit No. 4, Costa Corporate Centre
3325 N.W. 97th Avenue
Miami, FL 33178

5. The mailing address for the Limited Partnership is:

Unit No. 4, Costa Corporate Centre
3325 N.W. 97th Avenue
Miami, FL 33178

6. The latest date upon which the Limited Partnership is to dissolve is December 31,

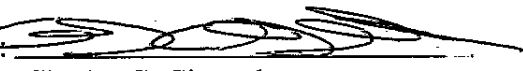
2029.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 31 PM 2:30

IN WITNESS WHEREOF, the General Partner has set its hand and seal as of this 29th day
of March, 1999.

SOLE GENERAL PARTNER:


GIANCO HOLDINGS, INC.,
a Florida corporation

By: 

Charles C. Giancola
Its President

STATE OF NEW YORK)
) ss.
COUNTY OF ONONDAGA)

The foregoing Certificate of Limited Partnership was acknowledged before me this 29th day of
March, 1999 by Charles C. Giancolai, President of Gianco Holdings, Inc., a Florida corporation, who is
personally known to me, on behalf of the corporation.



NOTARY PUBLIC

Printed Name:

My commission expires:

BRENDA E. KINSEY
Notary Public, State of New York
Qualified in Onon. Co. No. 01K15041153
Commission Expires 3-29-2001

ACCEPTANCE OF REGISTERED AGENT

HCRM CORP. hereby accepts the above appointment as registered agent of GIANCO HOLDINGS, LTD. and acknowledges that it is familiar with the obligations of that position.

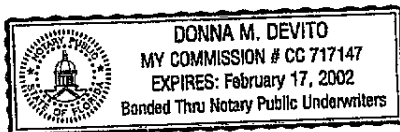
HCRM CORP.

By: Robert J. Hunt
ROBERT J. HUNT, Vice President

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing Acceptance of Registered Agent was acknowledged before me by ROBERT J. HUNT as Vice President of HCRM CORP., on behalf of said corporation, on this 30th day of March, 1999, who is personally known to me or who has produced _____ as identification.



Donna M. Devito
Notary Public
My commission expires:

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR
GIANCO HOLDINGS, LTD.

STATE OF NEW YORK)
) ss.
COUNTY OF ONONDAGA)

The undersigned, being duly sworn, deposes, certifies and states:

1. The Limited Partners of GIANCO HOLDINGS, LTD. have made a capital contribution of \$980.00.

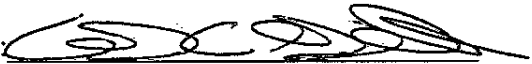
2. It is not currently anticipated that the Limited Partners shall make any further capital contributions to the Partnership.

Under penalties of perjury, I declare that I have examined this affidavit, and to the best of my knowledge and belief it is true, correct and complete.

Dated: March 29, 1999

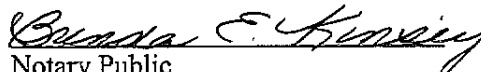
SOLE GENERAL PARTNER:

GIANCO HOLDINGS, INC.,
a Florida corporation

By: 
Charles C. Giancola, Its President

STATE OF NEW YORK)
) ss.
COUNTY OF ONONDAGA)

The foregoing Affidavit of Capital Contributions for Gianco Holdings, Ltd. was sworn to and acknowledged before me this 29th day of March, 1999 by Charles C. Giancola, President of Gianco Holdings, Inc., a Florida corporation, who is personally known to me, on behalf of the corporation.


Notary Public

My commission expires:
Printed Name:

BRENDA E. KINSEY
Notary Public, State of New York
Qualified in Onon. Co. No. 01K15041159
Commission Expires 3-27-2001