



THE UNITED STATES
CORPORATION
COMPANY

A99000000602

ACCOUNT NO. : 072100000032

REFERENCE : 201178 4381472

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 12, 1999

ORDER TIME : 11:34 AM

ORDER NO. : 201178-015

CUSTOMER NO: 4381472

CUSTOMER: Janice Myers, Legal Assistant
BROAD AND CASSEL
BROAD AND CASSEL
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

400002836184--4
-04/12/99--01088--014
*****96.25 *****96.25

400002836184--4
-04/12/99--01088--015
***1750.00 ***1750.00

DOMESTIC FILING

NAME: SCIARRINO FAMILY HOLDINGS,
LTD.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

File
2ND

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 12 PM 4:09

BK
4/12/99

RECEIVED
99 APR 12 PM 12:58
TALLAHASSEE, FL
FBI

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SCIARRINO FAMILY HOLDINGS, LTD.**

FILED
DIVISION OF CORPORATIONS
SECRETARY OF STATE
99 APR 12 PM 4:10

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the sole general partner of SCIARRINO FAMILY HOLDINGS, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership.

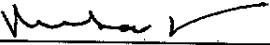
1. The name of the Partnership shall be SCIARRINO FAMILY HOLDINGS, LTD.
2. The address of the office where records shall be kept shall be 1551 Sandspur Road, Maitland, Florida 32751. The name and address of the registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.
3. The name(s) and business address(es) of the general partner(s) is:

SCIARRINO FAMILY HOLDINGS, L.L.C.
1551 Sandspur Road
Maitland, FL 32751
L99000002058
4. The mailing address of the limited partnership is 1551 Sandspur Road, Maitland, Florida 32751.
5. The latest date upon which the Partnership is to dissolve shall be December 31, 2099.

The foregoing has been executed by the undersigned this 8th day of April, 1999.

GENERAL PARTNER: _____

SCIARRINO FAMILY HOLDINGS,
L.L.C., a Florida Limited Liability Company

By 
MICHAEL J. SCIARRINO, Trustee of
Michael J. Sciarrino Revocable Trust
dated 1994, Managing Member

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as Registered Agent for SCIARRINO FAMILY HOLDINGS, LTD., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that the undersigned is familiar with its statutory obligations as such.

B&C Corporate Services of Central Florida,
Inc.

By: 

Douglas E. Starcher, Vice President

Dated this 9th day of April, 1999.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 APR 12 PM 4:10

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

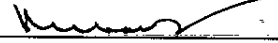
The undersigned, being the general partner(s) of SCIARRINO FAMILY HOLDINGS, LTD. and being duly sworn, do(es) hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of SCIARRINO FAMILY HOLDINGS, LTD. with the Florida Department of State, as required by Section 620.108, Florida Statutes:

The amount of the capital contributions of the limited partners as of the date hereof is \$1,500,000.00 in partnership interests, and no further capital contributions from the limited partners are reasonably anticipated at this time.

This Affidavit is executed and sworn to by:

GENERAL PARTNER:

SCIARRINO FAMILY HOLDINGS,
L.L.C., a Florida Limited Liability Company

By 
MICHAEL J. SCIARRINO, Trustee,
Michael J. Sciarrino Revocable Trust
dated 1994, Managing Member

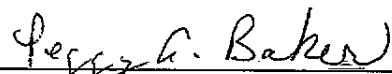
STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 8th day of April, 1999, by MICHAEL J. SCIARRINO, Managing Member of SCIARRINO FAMILY HOLDINGS, L.L.C., as General Partner, who is either personally known to me or has produced as identification.



Peggy A Baker
My Commission CC603976
Expires November 25, 2000


Notary Public
My Commission Expires: _____
Type, print or stamp name of notary