



THE UNITED STATES
CORPORATION
COMPANY

A99000000649

ACCOUNT NO. : 072100000032

REFERENCE : 213231 11758A

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 140.00

ORDER DATE : April 21, 1999

ORDER TIME : 1:12 PM

ORDER NO. : 213231-005

CUSTOMER NO: 11758A

CUSTOMER: Jeffrey S. Wachs, Esq
DOUMAR ALLSWORTH CURTIS CROSS
DOUMAR ALLSWORTH CURTIS CROSS
1177 Southeast Third Avenue

Fort Lauderdale, FL 33316

DOMESTIC FILING

NAME: THE JMS REAL ESTATE LIMITED
PARTNERSHIP

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 APR 21 PM 2:34

RECEIVED

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99 APR 21 PM 3:06

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

(6)

BR

4/21/99

CERTIFICATE OF LIMITED PARTNERSHIP

OF

THE JMS REAL ESTATE LIMITED PARTNERSHIP

FILED
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DIVISION OF CORPORATIONS
99 APR 21 PM 3:06

THE UNDERSIGNED, constituting the General Partner of THE JMS REAL ESTATE LIMITED PARTNERSHIP, a Florida Limited partnership, hereby files its Certificate of Limited Partnership in accordance with Chapter 620, Florida Statutes, as follows:

1. Name of the Partnership. THE JMS REAL ESTATE
LIMITED PARTNERSHIP

2. The address of the office of the Partnership is.

395 S. Range Road
Cocoa, FL 32925

3. Name and addresses of the agent for the service of process on the Partnership is.

JEFFREY S. WACHS, ESQ.
1177 S.E. 3rd Avenue
Fort Lauderdale, FL 33316

4. Name and business address of the General Partner is.

JAMES T. SPEEGLE
395 S. Range Road
Cocoa, FL 32925

5. Mailing address of the Partnership is.

THE JMS REAL ESTATE LIMITED
PARTNERSHIP
c/o Mr. James T. Speegle,
General Partner
395 S. Range Road
Cocoa, FL 32925

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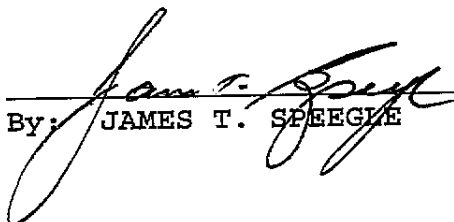
6. Latest date upon which the Partnership will dissolve.

Will be in accordance with Section 620.157
of the Florida Statute, however, no later than
December 31, 2048.

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

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Limited Partnership of THE JMS REAL ESTATE LIMITED PARTNERSHIP, this 8 day of MARCH, 1999.

GENERAL PARTNER:

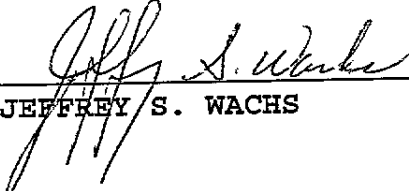
By:  _____
JAMES T. SPEEGLE

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

FILED
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DIVISION OF CORPORATIONS
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Having been named as Registered Agent for THE JMS REAL ESTATE
LIMITED PARTNERSHIP, a Florida limited partnership ("Partnership"),
in the foregoing Certificate of Limited Partnership, I, on behalf
of the Partnership agree to comply with any and all statutes
relative to the complete and proper performance of the duties of a
registered agent.

REGISTERED AGENT:



JEFFREY S. WACHS

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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BEFORE ME, the undersigned authority, personally appeared JAMES T. SPEEGLE, the General Partner of THE JMS REAL ESTATE LIMITED PARTNERSHIP, a Florida limited partnership, herein referred to as the "Partnership", who, upon being duly sworn, certified as follows:

1. As of the date hereof, the amount of capital contributions to the Partnership made by the Limited Partners is as follows:

\$5,000.00

2. The amount of capital contributions anticipated to be contributed by additional Limited Partners is as follows:

NONE

3. Affiant has executed this Affidavit of Capital Contributions as the duly authorized representative of the General Partner of said Partnership.

FURTHER AFFIANT SAYETH NOT.

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

DATED this 8 day of MARCH, 1999.


JAMES T. SPEEGLE

STATE OF FLORIDA)

COUNTY OF BREVARD)

SS:

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SWORN TO AND SUBSCRIBED before me, the undersigned authority,
by JAMES T. SPEEGLE, who appeared personally before me and took an
oath, who is personally known to me ~~or who produced~~ _____

_____ as identification, on this 8
day of MARCH, 1999.

Diane S. Forader
Notary Public, State of Florida
Print Name: _____
My Commission Number: _____
My Commission Expires: _____

NOTARY PUBLIC
STATE OF FLORIDA
DIANE S. FORADER
COMMISSION # CC 485882
EXPIRES AUG 5, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.