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Admitted in Ohio Only, Practice Limited
to Matters of Federal Tax Law

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April 30, 1999

**CERTIFIED MAIL, RETURN
RECEIPT REQUESTED NO. Z448 971 523**

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Catinella Family Investments, Ltd.

Dear Sir/Madam:

Enclosed please find two (2) originals of the Affidavit of Capital Contributions and two (2) originals of the Certificate of Limited Partnership of Catinella Family Investments, Ltd. for the above referenced limited partnership. Please file one (1) original of each and return one (1) original of each stamped with the date and time the document has been accepted for filing. I have enclosed a self-addressed, stamped envelope for the return of the requested documents, along with our check in the amount of \$1,282.40 to cover the required filing fees.

Also enclosed please find an original and one (1) copy of an Application for Registration of Fictitious Name. Please file the original and return the copy, stamped with the date and time the document has been accepted for filing, to this office in the above mentioned enclosed envelope. I have also enclosed a separate check in the amount of \$50.00 to cover the required filing fee for said Application.

FF \$1282.40

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY -4 AM 10:25

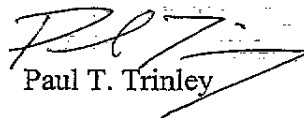
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Secretary of State
April 30, 1999
Page 2

Should you have any questions, please do not hesitate to contact me.

Sincerely,

MAYER & KENNEDY

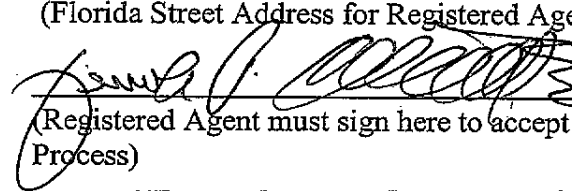

Paul T. Trinley

PTT/tas
Encl.

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DIVISION OF
99 MAY -4 AM 10:26

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
CATINELLA FAMILY INVESTMENTS, LTD.**

1. CATINELLA FAMILY INVESTMENTS, LTD.
(Name of Limited Partnership; must contain suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 5100 N. Ocean Blvd., Ft. Lauderdale, Florida 33308
(The Business Address of the Limited Partnership)
3. Frank P. Catinella,
(Name of Registered Agent for Service of Process)
4. 5100 N. Ocean Blvd., Ft. Lauderdale, Florida 33308
(Florida Street Address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 5100 N. Ocean Blvd., Ft. Lauderdale, Florida 33308
(The Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is January 1, 2049

8. NAME OF GENERAL PARTNER(S)

SPECIFIC ADDRESS

FRANK P. CATINELLA, AS TRUSTEE
OF THE FRANK P. CATINELLA IRREVOCABLE
TRUST FOR THE BENEFIT OF FRANK
P. CATINELLA, JR. AND TARYN E.
CATINELLA DATED MARCH 9, 1999

5100 N. Ocean Blvd.
Ft. Lauderdale, FL 33308

Signed this 6 day of April, 1999

Signature of all General Partners:

Frank P. Catinella, As Trustee of the Frank
P. Catinella Irrevocable Trust for the
Benefit of Frank P. Catinella, Jr. and
Taryn E. Catinella Dated March 9, 1999

By:


Frank P. Catinella, Trustee

GENERAL PARTNER
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DIVISION OF CORPORATIONS
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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the general partners of CATINELLA FAMILY INVESTMENTS, LTD., a Florida Limited Partnership, certifies as follows:

The amount of capital contributions to date of the limited partners is \$178,200.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$178,200.00.

This 6 day of April, 1999.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

FRANK P. CATINELLAS, AS TRUSTEE
OF THE FRANK P. CATINELLA
IRREVOCABLE TRUST FOR THE
BENEFIT OF FRANK P. CATINELLA, JR.
AND TARYN E. CATINELLA DATED
MARCH 9, 1999

By:


Frank P. Catinella, Trustee