

**CORPORATE
ACCESS,
INC.**

A990000000774

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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1.) Mundell Investments, Ltd.
(CORPORATE NAME & DOCUMENT #)

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-05/13/99--01048--007
***1785.00 ***1785.00

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

b/k
5/13/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 13 AM 10:35

99 MAY 13 AM 9:53
DIVISION OF CORPORATIONS

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
MUNDELL INVESTMENTS, LTD

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THE UNDERSIGNED, desiring to form the Limited Partnership of MUNDELL INVESTMENTS, LTD. (the "Partnership"), pursuant to the Revised Uniform Limited Partnership Act of the State of Florida, hereby adopts, files, swears to and certifies this Certificate:

1. Name. The name of the Partnership is MUNDELL INVESTMENTS, LTD. (the "Partnership").

2. Location of the Principal Office and Mailing Address of the Partnership. The principal office of the Partnership is located at and its mailing address is 400 Magnolia Lake Drive, Longwood, Florida 32779.

3. Agent for Service of Process. The name and address of the agent for service of process on the Partnership shall be John C. Mundell, 400 Magnolia Lake Drive, Longwood, Florida 32779.

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

Mundell Management, Inc.
400 Magnolia Lake Drive
Longwood, Florida 32779

994000643348

5. Term of the Partnership. The Partnership shall continue in existence until 11:59 P.M. on December 31, 2098, unless sooner terminated, liquidated or dissolved by law or in accordance with the Partnership Agreement.

6. Real Property. A conveyance or encumbrance of real property or any interest therein held in the name of the Partnership, and any other instrument affecting title to real property in which the Partnership has an interest, shall be executed in the Partnership's name by the General Partner.

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

IN WITNESS WHEREOF, the parties hereby have sworn to and signed and will cause to be duly filed this Certificate of Limited Partnership. This Certificate is executed this 4th day of May, 1999.

MUNDELL MANAGEMENT, INC.

By: John C. Mundell
John C. Mundell
Its President

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED STATE
SECRETARY OF CORPORATIONS
99 MAY 13 AM 10:35

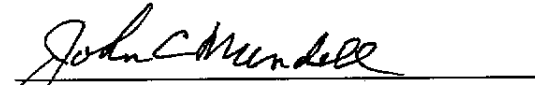
In compliance with Section 620.192, Florida Statutes, the following is submitted:

MUNDELL INVESTMENTS, LTD., a limited partnership formed pursuant to the laws of the State of Florida with its registered office at 400 Magnolia Lake Drive, Longwood, Florida, has named and designated John C. Mundell as its Registered Agent to accept service of process within the State of Florida at said address.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named limited partnership, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 7th day of May, 1999.


John C. Mundell
Registered Agent

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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99 MAY 13 AM 10:35

BEFORE ME, the undersigned, personally appeared John C. Mundell, President of MUNDELL MANAGEMENT, INC., as General Partner of MUNDELL INVESTMENTS, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", who, upon being duly sworn, certifies on behalf of the Partnership as follows:

1. At this time, no capital has yet been contributed to the Partnership by the limited partners.

2. It is anticipated that the aggregate amount of capital to be contributed to the Partnership by the limited partners will total Three Million Dollars and No/100 (\$3,000,000.00).

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

Signed, sealed and delivered
in the presence of:

MUNDELL MANAGEMENT, INC.

Janice Watson
Mundell

By: *John C. Mundell*
John C. Mundell
Its President

STATE OF FLORIDA
COUNTY OF

The foregoing instrument was acknowledged before me this 4th day of May, 1999, by John C. Mundell, as President of MUNDELL MANAGEMENT, INC., General Partner of MUNDELL INVESTMENTS, LTD.

X Personally Known OR _____ Produced Identification;
Type of Identification Produced: _____

Barbara J. Wilcox
Signature of Notary Public

Name of Notary Public