



THE UNITED STATES
CORPORATION
COMPANY

A99000000805

ACCOUNT NO. : 072100000032

REFERENCE : 243976 11051A

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 140.00

ORDER DATE : May 18, 1999

ORDER TIME : 10:17 AM

ORDER NO. : 243976-010

000002878710--9

CUSTOMER NO: 11051A

CUSTOMER: Seth E. Ellis, Esq
HUNT COOK RIGGS MEHR & MILLER,
HUNT COOK RIGGS MEHR & MILLER,
Suite 401
2200 Corporate Boulevard N.w.
Boca Raton, FL 33431

DOMESTIC FILING

NAME: JANWILL GROUP, LTD.

EFFECTIVE DATE: 5

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: Angie Glisar

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAY 18 PM 1:58

RECEIVED

99 MAY 18 AM 8:55

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
99 MAY 18 AM 11:26
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

hjk

5/18/99

CERTIFICATE OF LIMITED PARTNERSHIP OF

JANWILL GROUP, LTD.

The undersigned General Partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.108 of Florida Statutes, hereby states the following:

1. The name of the Partnership is JANWILL GROUP, LTD.
2. The address of the office of the Partnership is 16870 Silver Oak Circle, Delray Beach, Florida 33445.
3. The name and address of the agent for service of process on the Partnership is HCRM Corp., 2200 Corporate Boulevard NW, Suite 401, Boca Raton, Florida 33431.
4. The name and business address of the corporate General Partner is as follows:

JANWILL, INC.,
a Florida corporation
16870 Silver Oak Circle
Delray Beach, Florida 33445.

P99000045830
5. The mailing address of the Partnership is: 16870 Silver Oak Circle, Delray Beach, Florida 33445.
6. The latest date upon which the Partnership shall dissolve is December 31, 2070.
7. The effective date of this Certificate of Limited Partnership shall be upon filing with the Department of State.
8. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by (a) HERMAN GREEN, as President of JANWILL, INC., a Florida corporation, as the General Partner of JANWILL GROUP, LTD. or (b) an authorized corporate officer, of JANWILL, INC., a Florida corporation, as General Partner of JANWILL GROUP, LTD.

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.

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99 MAR 18 PM 1:58

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by
the General Partner of JANWILL GROUP, LTD. this 13 day of May, 1999.

GENERAL PARTNER

JANWILL, INC., a Florida corporation

By: Herman Green, President
HERMAN GREEN, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for JANWILL GROUP, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of Registered Agent.

REGISTERED AGENT

HRCM Corp.

By: Lawrence J. Miller
LAWRENCE J. MILLER, Vice-President

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MAY 18 PM 1:58

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared HERMAN GREEN, as President of JANWILL , INC., a Florida corporation, which is the General Partner of JANWILL GROUP, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", 16870 Silver Oak Circle, Delray Beach, Florida 33445, who upon being fully sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by each Limited Partner is as follows:

Herman Green	\$495.00
16870 Silver Oak Circle	
Delray Beach, Florida 33445	

Arona Green	\$495.00
16870 Silver Oak Circle	
Delray Beach, Florida 33445	

Total	\$ 990.00
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2. The amount of additional capital contributions anticipated to be contributed by each Limited Partner is as follows:

Herman Green	\$-0-
16870 Silver Oak Circle	
Delray Beach, Florida 33445	

Arona Green	\$-0-
16870 Silver Oak Circle	
Delray Beach, Florida 33445	

Total	\$-0-
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FURTHER AFFIANT SAITH NAUGHT.

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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.

GENERAL PARTNER:

JANWILL, INC., a Florida corporation

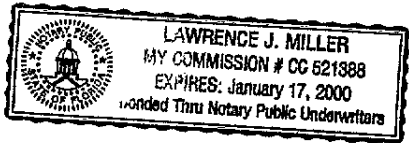
By:

Herman Green, President

HERMAN GREEN, President

Dated: 5/13, 1999

The foregoing instrument was acknowledged before me this 13th day of May, 1999, by HERMAN GREEN, as President of JANWILL, INC., a Florida corporation, the General Partner of the Partnership, who is personally known to me or ~~has produced~~ as identification.



Lawrence J. Miller
Notary Public, State of Florida
(at Large)

Lawrence J. Miller

Print/Type or Stamp Notary Name

Commission No. (if any) _____

My Commission Expires: