



THE UNITED STATES
CORPORATION
COMPANY

A99000001111

ACCOUNT NO. : 072100000032

REFERENCE : 301951 4329325

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 9, 1999

ORDER TIME : 1:39 PM

ORDER NO. : 301951-010

CUSTOMER NO: 4329325

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-07/12/99--01001--003
***1750.00 ***1750.00

CUSTOMER: Thomas M. Reiter, Esq
BRANT MOORE MACDONALD & WELLS,
BRANT MOORE MACDONALD & WELLS,
P. O. Box 4548

Jacksonville, FL 32201-4548

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: BENHALIM FAMILY PARTNERSHIP,
LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

[Handwritten initials]

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL -9 PM 4:05

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CERTIFICATE OF LIMITED PARTNERSHIP
OF BENHALIM FAMILY PARTNERSHIP, LTD.

The undersigned, desiring to form a limited partnership under the Florida Revised Uniform Limited Partnership Act (1986) hereby certifies:

1. The name of the limited partnership is Benhalim Family Partnership, Ltd. (the "Partnership").
2. The location of the principal place of business of the Partnership is 50 North Laura Street, Suite 3100, Jacksonville, Florida 32202, or at such other place as the general partner may designate.
3. The street address of the registered office of the Partnership is 50 N. Laura Street, Suite 3100, Jacksonville, Florida 32202, and the name of the registered agent of the Partnership at that address is Brant, Moore, Macdonald & Wells, P.A.
4. The name and the business address of the sole general partner of the Partnership is Rassas Corporation, 50 North Laura Street, Suite 3100, Jacksonville, Florida 32202.
5. The mailing address of the Partnership is 50 North Laura Street, Suite 3100, Jacksonville, Florida 32202.
6. The term of the Partnership shall commence on the date of filing hereof and shall continue until December 31, 2034.

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IN WITNESS WHEREOF, the undersigned does solemnly swear that the foregoing statements are true and correct as of this 15th day of June, 1999.

RASSAS CORPORATION

Print Name: _____

Print Name: _____

Witnesses

A. H. Benhalim
By: Abdulhamid Benhalim
Its: President

EGYPT
CITY OF CAIRO
City of EMBASSY OF THE UNITED STATES OF AMERICA } SS
Consulate General of the)
United States of America)

"GENERAL PARTNER"

ss:

Roger D. Pierce
Consul General

I _____ of the United States of America at Cairo Egypt duly commissioned and qualified, do hereby certify that on this 15th day of June, 1999, before me personally appeared Abdulhamid Benhalim, ~~who is personally known to me~~ or who has produced Jordanian Passport No E888571 as identification, and known to me to be the individual described in, whose name is subscribed to, and who executed the annexed instrument he duly acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein mentioned.

In witness whereof I have hereunto set my hand and official seal the day and year last above written.

Roger D. Pierce
Consul General

Consul of the United States of
America: _____

CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA

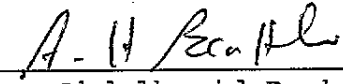
In compliance with FLA. STAT. SECTIONS 48.061 and 620.105 the following is submitted:

Benhalim Family Partnership, Ltd., desiring to organize under the laws of the State of Florida, hereby designates Brant, Moore, Macdonald & Wells, P.A. as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 50 N. Laura Street, Suite 3100, Jacksonville, Florida 32202.

Attest:

RASSAS CORPORATION


Print Name: Terry A. Moore
Its: Secretary


By: Abdulhamid Benhalim
Its: President

"General Partner of
Benhalim Family Partnership, Ltd."

Having been named to accept service of process for Benhalim Family Partnership, Ltd. at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and further agrees to comply with the provisions of the Florida Revised Uniform Limited Partnership Act (1986) relative to the keeping of said office and the proper and complete performance of its duties.

BRANT, MOORE, MACDONALD
& WELLS, P.A.

By: 
Thomas M. Reiter, Vice-President

Dated: July 7, 1999

STATE OF FLORIDA
COUNTY OF DUVAL

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF BENHALIM FAMILY PARTNERSHIP, LTD.

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DIVISION OF CORPORATIONS
JUL - 9 PM 4:05

Before me, the undersigned authority, personally appeared Abdulhamid Benhalim who being by me first duly sworn, deposes and says:

1. That Abdulhamid Benhalim is President of Rassas Corporation which is the sole general partner of Benhalim Family Partnership, Ltd., a Florida limited partnership (the "Partnership").
2. The limited partners have made capital contributions to the Partnership of assets with an estimated fair market

value of approximately \$1,831,000. No future limited partner contributions are anticipated.

RASSAS CORPORATION

A. H. Benhalim
By: Abdulhamid Benhalim
Its: President
"General Partner of
Benhalim Family Partnership, Ltd."

EGYPT
CITY OF CAIRO
City of EMBASSY OF THE UNITED STATES OF AMERICA) SS
Consulate General the)
United States of America)

I Roger D. Pierce
Consul General of the United States of America at Cairo Egypt duly commissioned and qualified, do hereby certify that on this 15th day of June, 1999, before me personally appeared Abdulhamid Benhalim, ~~who is personally known to me~~ or who has produced Jordanian Passport No. E-888571 as identification, and known to me to be the individual described in, whose name is subscribed to, and who executed the annexed instrument he duly acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein mentioned.

In witness whereof I have hereunto set my hand and official seal the day and year last above written.

Roger D. Pierce
Consul General
Consul of the United States of America.

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