



THE UNITED STATES
CORPORATION
COMPANY

A99000001396

ACCOUNT NO. : 072100000032

REFERENCE : 350065 169624A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 23, 1999

ORDER TIME : 2:52 PM

ORDER NO. : 350065-005

CUSTOMER NO: 169624A

CUSTOMER: Ms. Joan C. Zaks
BUCKINGHAM DOOLITTLE &
BUCKINGHAM DOOLITTLE &
5551 Ridgewood Drive

Naples, FL 33963

DOMESTIC FILING

NAME: KS CONDOR PARTNERS, LTD.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS:

900002967579--1

-08/25/99--01011--012

*****35.00 *****35.00

900002967579--1

-08/24/99--01001--023

***1750.00 ***1750.00

99 AUG 23 PM 4:49 99 AUG 23 PM 4:00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
RECEIVED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

3K
8/23/99

CERTIFICATE OF LIMITED PARTNERSHIP

OF

KS CONDOR PARTNERS, LTD.

The undersigned, being desirous of forming a limited partnership under the laws of the State of Florida, does hereby certify as follows:

1. The name of the limited partnership is KS CONDOR PARTNERS, LTD. (the "Partnership").
2. The mailing address for the principal office of the Partnership in the State of Florida is located at c/o Track Securities Corp., 1800 Corporate Boulevard, Suite 303, Boca Raton, Florida 33431, or at such other location in the State of Florida as the General Partner may determine from time to time. The name and address of the agent for service of process shall be BDB Agent Co. at 4800 N. Federal Highway, Suite 104A, Boca Raton, FL 33431.
3. The name and the business address of the general partner of the Partnership (the "General Partner") is KS ADVISORS, INC., a Florida corporation, with a business address at 1800 Corporate Boulevard, Suite 303, Boca Raton, FL 33431. *P 99000050313*
4. The latest date upon which the Partnership is to dissolve is December 31, 2099.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Limited Partnership as of the 18 day of August, 1999.

General Partner:

KS ADVISORS, INC., a Florida corporation

Kevin W. Boyle
Kevin W. Boyle, President

I, William R. O'Neill, Secretary of BDB Agent Co., which has been designated to act as registered agent, hereby agree on behalf of such corporation to act in such capacity.

William R. O'Neill
BDB Agent Co., Registered Agent
By: William R. O'Neill
Assistant Secretary

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

OF

KS CONDOR PARTNERS, LTD.

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STATE OF FLORIDA
COUNTY OF LEE

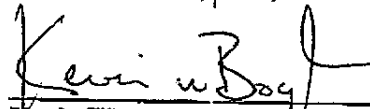
The undersigned, being the President of KS ADVISORS, INC., a Florida corporation, the sole General Partner of KS CONDOR PARTNERS, LTD., a Florida limited partnership, DECLARES as follows:

1. That he is the President of KS ADVISORS, INC., a Florida corporation, the sole General Partner of KS CONDOR PARTNERS, LTD., and as such, he makes this affidavit.
2. That the amount of capital contributions to date and the total amount of capital anticipated to be contributed by the limited partners is \$5,000,000.

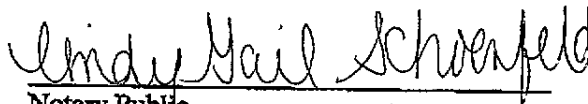
Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts herein are true and correct.

Signed this 18 day of August, 1999.

KS ADVISORS, INC., a Florida corporation


Kevin W. Boyle, President

The foregoing instrument was sworn to and subscribed before me this 18th day of August, 1999, by Kevin W. Boyle, President of KS ADVISORS, INC., a Florida corporation, General Partner of KS CONDOR PARTNERS, LTD., on behalf of said partnership.



Notary Public

My Commission Expires: 11/26/99



CINDY GAIL SCHOENFELD
My Commission CC511477
Expires Nov. 26, 1999

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