

A99000001470



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 0721000000032

REFERENCE : 367262 121049A

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 140

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 SEP -8 PM 21 29

ORDER DATE : September 8, 1999

ORDER TIME : 11:01 AM

ORDER NO. : 367262-005

CUSTOMER NO: 121049A

0000002981110--6

CUSTOMER: Ms. Marla Mayster
AKERMAN SENTERFITT & EIDSON,
AKERMAN SENTERFITT & EIDSON,
Las Olas Centre, Suite 950
450 East Las Olas Boulevard
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: MCALEES FAMILY HOLDINGS, LTD.

EFFECTIVE DATE:

3

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

BR 9/8/99

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

99 SEP -8 PM 21 29
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
AND
AFFIDAVIT DECLARING AMOUNT OF CAPITAL CONTRIBUTIONS
OF
MCALEES FAMILY HOLDINGS, LTD.**

The undersigned, desiring to form a limited partnership under the Florida Revised Uniform Limited Partnership Act hereby states the following as the **CERTIFICATE OF LIMITED PARTNERSHIP** and **AFFIDAVIT DECLARING AMOUNT OF CAPITAL CONTRIBUTIONS**.

FILED
STATE OF FLORIDA
CLERK OF SUPERIOR COURT
99 SEP -8 PM 2:29

1. The name of the Limited Partnership is:
MCALEES FAMILY HOLDINGS, LTD.
2. The office of the Limited Partnership is located at:
11911 U.S. Highway One, Suite 102
North Palm Beach, FL 33408

The name and address of the agent for service of process required to be maintained by F.S. § 620.105 are:

Jeffrey B. Kahn
450 Las Olas Blvd., Suite 950
Ft. Lauderdale, FL 33301

3. The name and address of the General Partner are:
McAlees Investment, Inc.
11911 U.S. Highway One, Suite 102
North Palm Beach, FL 33408

899000069380

4. The mailing address for the Limited Partnership is:
11911 U.S. Highway One, Suite 102
North Palm Beach, FL 33408

5. The term of the Limited Partnership shall commence with the filing of the Partnership's Certificate of Limited Partnership and shall continue until December 31, 2049, unless the Partnership is sooner dissolved in accordance with the provisions of its Agreement of Limited Partnership.

6. Except as specifically provided in the Agreement of Limited Partnership, no Partner shall be entitled to demand or receive the return of his, her or its original capital contribution.

7. In accordance with F.S. § 620.108, the undersigned hereby certifies and declares, under the penalties of perjury, that the amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners is \$100.00.

[signature on following page]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership and Affidavit Declaring Amount of Capital Contributions this 19th day of August, 1999.

GENERAL PARTNER

MCALEES INVESTMENT, INC.,
a Florida corporation

By: [Signature]
Elysa McAlees, its President

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

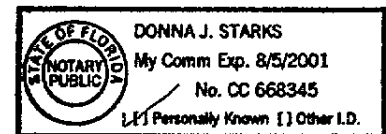
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Elysa McAlees as President of MCALEES INVESTMENT, INC., who is personally known to me or who has produced _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 19th day of August, 1999.

[Signature: Donna J. Starks]
Notary Public
State of Florida

DONNA J. STARKS
Typed, printed or stamped name of Notary Public

My Commission Expires:



ACCEPTANCE AS RESIDENT AGENT

I HEREBY CERTIFY that I am Jeffrey B. Kahn and I hereby accept the foregoing designation of Resident Agent.

[Signature: Jeffrey B. Kahn]
Jeffrey B. Kahn