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Bernard A. Singer, P.A.

BOARD CERTIFIED TAX LAWYER

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REPLY TO:

HOLLYWOOD OFFICE

September 24, 1999

Priority
VIA: ~~OVERNIGHT~~ MAIL

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***1785.00 ***1785.00

Secretary of State
409 East Gaines Street
Tallahassee, FL 32399

Re: SPJ Investments, Ltd.

Dear Sir or Madam:

Enclosed for filing is an original and one copy of the Certificate of Limited Partnership, Acceptance of Appointment as Registered Agent and Affidavit of Capital Contributions of SPJ Investments, Ltd.

Also enclosed is our client's check made payable to the Florida Secretary of State in the amount of \$1,785 to cover the \$1,750 filing fee and \$35 fee for designation of Registered Agent.

Once the foregoing has been filed, please send me a stamped copy in the envelope provided for your convenience.

If you should have any questions, please do not hesitate to contact me.

Very truly yours,



Bernard A. Singer
BAS/blz
Encls.

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT -6 PM 3:25

**CERTIFICATE OF LIMITED PARTNERSHIP OF
SPJ INVESTMENTS, LTD.
a Florida Limited Partnership**

The undersigned General Partner desiring to form a Limited Partnership pursuant to the Florida Revised Uniform Limited Partnership Law hereby states the following:

1. The name of the Partnership is **SPJ INVESTMENTS, LTD.**
2. The address of the office of the Partnership is **6550 North Federal Highway, Suite 210, Fort Lauderdale, Florida 33308.**
3. The name and address of the agent for service of process on the Partnership is **Bernard A. Singer, Esquire, 4925-A Sheridan Street, Hollywood, Florida 33021.**
4. The names and business addresses of the General Partners are as follows:

Michael D. Sullivan
6550 N. Federal Highway, Ste. 210
Fort Lauderdale, FL 33308

Greg Powell
6550 N. Federal Highway, Ste. 210
Fort Lauderdale, FL 33308

Steve Jacob
6550 N. Federal Highway, Ste. 210
Fort Lauderdale, FL 33308

5. The mailing address of the Partnership is **6550 North Federal Highway, Suite 210, Fort Lauderdale, Florida 33308.**

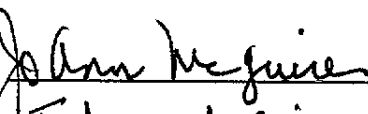
6. The latest date upon which the Partnership shall dissolve is **December 31, 2050.**

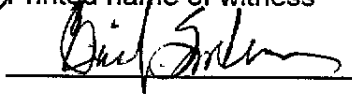
The execution of this certificate by both of the undersigned General Partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partners of SPJ Investments, Ltd. this 4th day of October, 1999.

Witnesses:

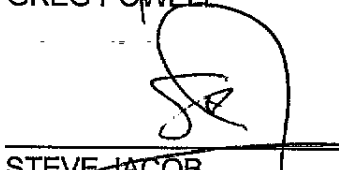
GENERAL PARTNERS:


JOHN MCGUIRE
Printed name of witness


GAIL SULLIVAN
Printed name of witness
(As to all parties)


MICHAEL D. SULLIVAN


GREG POWELL


STEVE JACOB

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for SPJ INVESTMENTS, 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:



BERNARD A. SINGER, ESQUIRE

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DIVISION OF CORPORATIONS
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STATE OF FLORIDA)
COUNTY OF BROWARD)

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned personally appeared MICHAEL D. SULLIVAN, GREG POWELL and STEVE JACOB, the General Partners of SPJ INVESTMENTS, LTD., a Florida Limited Partnership, (hereinafter referred to as the "Partnership") who upon being duly sworn, certified as follows:

1. The aggregate amount of capital contributions to the Partnership to be made by the Limited Partners is One Hundred Million (\$100,000,000) Dollars.

2. There are no additional capital contributions anticipated to be made by the Limited Partners.

FURTHER AFFIANT SAYETH NAUGHT.

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 PARTNERS:



MICHAEL D. SULLIVAN



GREG POWELL



STEVE JACOB

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Date: OCT. 4, 1999

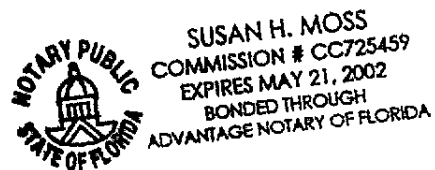
STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared **MICHAEL D. SULLIVAN, GREG POWELL** and **STEVE JACOB** who are personally known to me or who have produced N/A as identification and who did not take an oath, who executed the foregoing Affidavit of Capital Contributions, and they acknowledged to me and before me that they executed this Affidavit as General Partners of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 4th day of October, 1999.

Susan H. Moss
Notary Public
State of Florida at Large



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DIVISION OF CORPORATIONS
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