



THE UNITED STATES
CORPORATION
COMPANY

A99000001695

ACCOUNT NO. : 072100000032

REFERENCE : 415156 4724636

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 15, 1999

ORDER TIME : 11:03 AM

ORDER NO. : 415156-005

CUSTOMER NO: 4724636

100003016071--6
-10/15/99--01055--009
***1837.50 ***1837.50

CUSTOMER: David Dreyer, Esq
JONES FOSTER JOHNSTON & STUBBS
JONES FOSTER JOHNSTON & STUBBS
Suite 1100
505 South Flagler Drive
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: CAPELLA LIMITED PARTNERSHIP

EFFECTIVE DATE:

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

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 15 PM 3:51

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32399
99 OCT 15 PM 1:44

LP- 1785.00
CERT 52.50

CERTIFICATE OF LIMITED PARTNERSHIP

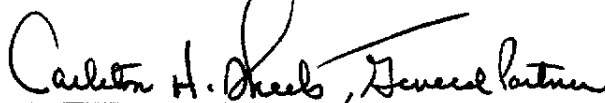
The undersigned, in order to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Sections 620.101, et seq. of the Florida Statutes, do hereby certify:

1. The name of the limited partnership is the "Capella Limited Partnership";
2. The address of the office of the partnership is: 6773 S.E. North Marina Way, Stuart, FL 34996;
3. The name of the agent for service of process is David E. Dreyer, whose business address is 505 South Flagler Drive, Suite 1100, West Palm Beach, FL 33401;
4. The name and address of the general partner is Carleton H. Sheets, whose business address is 6773 S.E. North Marina Way, Stuart, FL 34996.
5. The mailing address for the limited partnership is 6773 S.E. North Marina Way, Stuart, FL 34996.
6. The latest date upon which the limited partnership is to dissolve is fifty (50) years from the filing of this Certificate.
7. This certificate is effective upon filing.

The undersigned affirms under penalties of perjury that the facts stated herein are true.

9.24.99

Date

Carleton H. Sheets, General Partner

CARLETON H. SHEETS, General Partner

The undersigned hereby accepts his appointment as agent for service of process.

DAVID E. DREYER

AFFIDAVIT

The undersigned, Carleton H. Sheets, the general partner of the Capella Limited Partnership, being duly sworn, does hereby depose and say:

1. I am over the age of eighteen (18) years and believe in the obligation of an oath.
2. The limited partners anticipate contributing property to the Capella Limited Partnership having a fair market value of Five Million Dollars (\$ 5,000,000). No further contributions by the limited partners are anticipated.

Carleton H. Sheets, General Partner
Carleton H. Sheets, General Partner

9/21/99
Date

STATE OF FLORIDA
COUNTY OF ~~PALM BEACH~~ Martin

The foregoing instrument was sworn to, subscribed and acknowledged before me this 21 day of September, 1999 by Carleton H. Sheets as General Partner of the Capella Limited Partnership, who is personally known to me or who has produced Known as identification.

MELISSA L. SMALL
(Notary Seal) Notary Public, State of Florida
My Comm. Expires Oct. 13, 2001
Comm. No. CC 688237

Melissa L. Small
Notary Public
Print Name Melissa L. Small
My commission expires: _____