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(813) 251-8659
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November 5, 1999

VIA EXPRESS MAIL
NO. 811284203080

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

800003038638--9
-11/08/99--01125--012
***1785.00 ***1785.00

Attn: New Filing Section

Re: **MY JOY INVESTMENTS, LTD.**

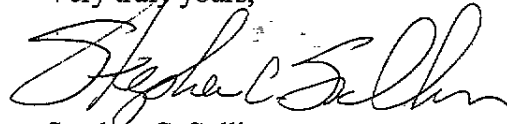
Dear Sir/Madam:

Enclosed please find an original and one copy of the Certificate of Limited Partnership of MY JOY INVESTMENTS, LTD., a Florida Limited Partnership along with our check for the amount of \$1,785.00 to cover the cost of the following:

Filing Fee	\$1,750.00
Registered Agent Fee	<u>35.00</u>
Total	\$1,785.00

Please file the original Certificate and return the copy to us. We appreciate your assistance in this matter.

Very truly yours,


Stephen C. Sullivan

SCS:cn

Enclosures

cc: Lawrence Keim (w/ encls.)

FILED
99 NOV - 8 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
mtu
11/10

CERTIFICATE OF LIMITED PARTNERSHIP

OF

MY JOY INVESTMENTS, LTD.,
a Florida Limited Partnership

The undersigned general partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states the following pursuant to Florida Statute §620.108(1):

(a) The name of the Partnership is MY JOY INVESTMENTS, LTD. ("the Partnership"), a Florida limited partnership.

The address of the office of the Partnership is:

1315 Oxmoor Court
Valrico, Florida 33594

(b) The name and address of the agent for service of process for the Partnership is:

James P. Hines, Esquire
Hines & Associates, P.A.
315 South Hyde Park Avenue
Tampa, Florida 33606

(c) The name and business address of the general partner of the Partnership is:

Elan Management, LLC
1315 Oxmoor Court
Valrico, Florida 33594

(d) The mailing address for the Partnership is:

1315 Oxmoor Court
Valrico, Florida 33594

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TALLAHASSEE, FLORIDA

299-1405

(e) The latest date upon which the Partnership shall dissolve is:

December 31, 2048

(f) The Partnership is authorized to issue 10,000 partnership units and will initially issue 5,000 partnership units.

The execution of this Certificate by the undersigned general partner 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 undersigned general partner of the Partnership, this 5th day of November, 1999.

ELAN MANAGEMENT, LLC

By:

Lawrence J. Keim, Trustee
Member

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TALLAHASSEE, FLORIDA

Jean F. Brown
Witness

Stephen C. Sells
Witness

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned general partner of MY JOY INVESTMENTS, LTD. ("the Partnership"), a Florida limited partnership, hereby certifies as follows pursuant to Florida Statute §620.108(1):

As of the date set forth hereinbelow, the amount of capital contributions of the limited partners of the Partnership is as follows:

\$ 0.00

As of the aforesaid date, the total amount anticipated to be contributed by the limited partners of the Partnership is as follows:

\$ 800,000.00

Under the penalties of perjury, I, Lawrence J. Keim, managing member of the general partner of the Partnership, hereby declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

IN WITNESS WHEREOF, this Affidavit of Capital Contributions has been executed by the undersigned general partner, this day 5th, of November, 1999.

ELAN MANAGEMENT, LLC

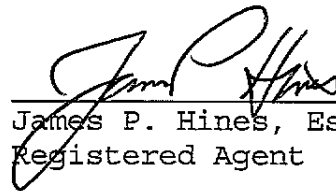
Jean F. Brown
Witness

By: [Signature]
Lawrence J. Keim, Trustee
Member

Stephen C. Geller
Witness

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having being named as registered agent for MY JOY INVESTMENTS, LTD. ("the Partnership"), a Florida limited partnership, in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent, including Florida Statute §620.192.


James P. Hines, Esquire
Registered Agent

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TALLAHASSEE, FLORIDA