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Law Offices
Lamont & Neiman, P.A.

ROBERT S. LAMONT
JAN S. NEIMAN
A. STEPHEN KOTLER
ELLEN BETH BELLET

Reply to: Miami Office

November 19, 1999

Florida Department of State
Corporate Division
P. O. Box 6327
Tallahassee, Florida 32314

Re: Certificate of Limited Partnership of
Christensen Partners, Ltd.

MIAMI OFFICE
ONE BISCAYNE TOWER • SUITE 3550
TWO SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131
(305) 530-9400
FAX (305) 530-9409

BOCA RATON OFFICE
980 NORTH FEDERAL HIGHWAY
SUITE 440
BOCA RATON, FLORIDA 33432
(561) 391-1266
MIAMI LINE (305) 358-5710

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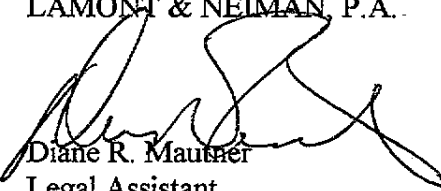
Dear Sir/Madam:

Enclosed please find a Certificate of Limited Partnership of Christensen Partners, Ltd., together with our cost check of \$1,846.25.

Please forward the certified copy of the Certificate of Limited Partnership, and the Certificate of Status, to the undersigned in the pre-addressed stamped envelope enclosed.

Very truly yours,

LAMONT & NEIMAN, P.A.


Diane R. Mauthner
Legal Assistant
enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

with
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CERTIFICATE OF LIMITED PARTNERSHIP

OF

CHRISTENSEN PARTNERS, LTD.

This Certificate of Limited Partnership dated November 18 1999, has been duly executed and is filed pursuant to section 620.108 of the Florida Revised Uniform Limited Partnership Act (the "Act") to form a limited partnership under the Act.

1. **Name.** The name of the limited partnership is CHRISTENSEN PARTNERS, LTD.

2. **Registered Office; Registered Agent.** The name of the registered agent for service of process on the limited partnership and the address of the registered office of the limited partnership required to be maintained by section 620.105 of the Act is:

LAMONT & NEIMAN, P.A.
2 South Biscayne Boulevard
Suite 3550
Miami, Florida 33131
Miami-Dade County

3. **Principal Office.** The street address of the principal office in the United States where records are to be kept or made available under Section 620.106 of the Act and the partnership's mailing address is:

500 West Cypress Creek Road
Suite 455
Ft. Lauderdale, Florida 33309

4. **General Partner.** The name, mailing address, and business address of the business of the general partner are:

Christensen Management, Inc.
500 West Cypress Creek Road
Suite 455
Ft. Lauderdale, Florida 33309

5. **Term.** The latest date upon which the limited partnership is to dissolve is December 31, 2049.

EXECUTED on the date written first above.

CHRISTENSEN MANAGEMENT, INC.

By:

Virginia Christensen
Virginia Christensen, President

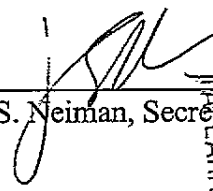
**CONSENT TO SERVE AS REGISTERED AGENT FOR
CHRISTENSEN PARTNERS, LTD.**

Having been named in the State of Florida as registered agent and to accept service of process for the above stated Limited Partnership, we hereby accept the appointment as registered agent and agree to act in this capacity. We further agree to comply with the provisions of all statutes relative to the proper and complete performance of our duties, and we are familiar with and accept the obligation of our position as registered agent.

Dated: November 19, 1999

LAMONT & NEIMAN, P.A.

By:


Jan S. Neiman, Secretary

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting all of the General Partners of CHRISTENSEN PARTNERS, LTD., a Florida Limited Partnership, certify the amount of capital contribution to date of the Limited Partners is \$ 1,700,000.00 *MC*

The total amount contributed and anticipated to be contributed by the Limited Partners at this time totals \$ 1,700,000.00 *MC*

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER

CHRISTENSEN MANAGEMENT, INC.

By: *Virginia Christensen*
Virginia Christensen, President

Attest: *Virginia Christensen*
Virginia Christensen, Secretary

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE