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Signature	Ŋ	12/10/99
Requested by: Name		7/. 00 Time

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Walk-In _____

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	Foreign Corp. File
	L.C. File
	Fictitious Name File
	Trade/Service Mark
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	Annual Report / Reinstatement
	Cert. Copy Som w
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$\underline{\underline{}}$	Certificate of Good Standing
	Certificate of Status
	Certificate of Fictitious Name
	Corp Record Search
	Officer Search ?
	Fictitious Search 7 7 7
	Fictitious Owner Search
	Vehicle Search
	Driving Record
	UCC 1 or 3 File
	UCC 11 Search
	UCC 11 Retrieval
	Courier

PARTNERSHIP OF MORTGAGE C3, LTD.

The undersigned, desiring to form a limited partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, hereby states the following:

1. Name of Limited Partnership. The name of the limited partnership is:

Mortgage C3, Ltd. (the "Partnership")

2. Address of the Partnership. The office address of the Partnership is located at:

222 Lakeview Avenue, 17th Floor West Palm Beach, FL 33401

3. Registered Agent and Office. The name and address of the registered agent of the Partnership for service of process pursuant to Section 620.105, Florida Statutes, are:

Regserv Corp. 222 Lakeview Avenue, 17th Floor West Palm Beach, FL 33401

4. <u>Name and Address of the General Partner</u>. The name and address of the sole general partner of the Partnership are:

Mortgage C3 Corporation 222 Lakeview Avenue, 17th Floor West Palm Beach, FL 33401

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5. <u>Mailing Address of the Partnership</u>. The mailing address of the Partnership is:

222 Lakeview Avenue, 17th Floor West Palm Beach, FL 33401

6. <u>Effective Date of Limited Partnership</u>. The effective date of the Partnership shall be the date it is filed with the Secretary of State of Florida.

7. <u>Dissolution of the Partnership</u>. The latest date upon which the Partnership is to dissolve is December 31, 2099.

The execution of this Certificate of Limited Partnership by the undersigned soled General Partner of the Partnership constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership this 9th day of December, 1999.

MORTGAGE C3 CORPORATION, a Florida corporation, Sole General Partner

By:

Patrick J. DiSalvo, Vice President

ACCEPTANCE BY REGISTERED AGENT

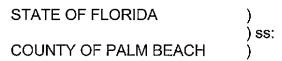
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP, AT THE PLACE DESIGNATED IN NUMBER 3 OF THIS CERTIFICATE OF LIMITED PARTNERSHIP, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

Dated this 9th day of December, 1999.

REGSERV CORP.

Mark Nussbaum, Vice President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS





BEFORE ME, the undersigned notary public, personally appeared Patrick J. DiSalvo, Vice President of Mortgage C3 Corporation, a Florida corporation, which is the sole general partner of Mortgage C3, Ltd. (the "Partnership"), whose business address is 222 Lakeview Avenue, 17th Floor, West Palm Beach, FL 33401, who, upon being duly sworn, certifies on behalf of the Partnership the following:

- 1. The amount of capital contributions to the Partnership made by the limited partners is \$10.00.
- 2. The amount anticipated to be contributed by the limited partners is \$1,000.00.

FURTHER AFFIANT SAYETH NOT:

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.

Dated: December 9, 1999.

Patrick J. DiSalvo

Sworn to and subscribed before me this 9 day of Decemb	oer, 1999 by Patrick J.
DiSalvo, as Vice President of Mortgage C3 Corporation, a Florida of	corporation, on behalf
of the corporation. Personally known ✓ or produced	as identification.

NOTARY PUBLIC

	Jacqueiine M. Ruszenas MY COMMISSION # CC627707 EXPIRES April 16, 2001 BONDED THRU THOY FAIN INSURANCE, INC.
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(NOTARIAL SEAL)

Sign: Jacquelin M. Russenso Print:	_
Print: V U	
State of Florida at Large	
My commission expires:	
Serial Number, if any:	