



THE UNITED STATES
CORPORATION
COMPANY

A 99000002077

ACCOUNT NO. : 072100000032

REFERENCE : 513193 4327512

AUTHORIZATION :

COST LIMIT : \$ 1837.50

Patricia Pizant

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 13 PM 3:47

ORDER DATE : December 13, 1999

ORDER TIME : 12:11 PM

ORDER NO. : 513193-005

500003068015--6

CUSTOMER NO: 4327512

CUSTOMER: Kimberly Leach Johnson, Esq
QUARLES & BRADY
QUARLES & BRADY
Suite 320
4501 N. Tamiami Trail
Naples, FL 34103

DOMESTIC FILING

NAME: R. JAMES AND BETTE M. BECKER
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: Tamara Odom

EXAMINER'S INITIALS: _____

RECEIVED
99 DEC 13 PM 12:59
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BJ
12/13/99

**CERTIFICATE OF THE
R. JAMES AND BETTE M. BECKER LIMITED PARTNERSHIP**

THIS CERTIFICATE is executed this 10 day of December, 1999, pursuant to Chapter 620, Florida Statutes, as amended, and the Limited Partnership Agreement of the R. James and Bette M. Becker Limited Partnership ("Partnership").

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1. Name. The Partnership's name is the R. James and Bette M. Becker Limited Partnership.

2. Partnership's Business. The Partnership's business is:

(a) to acquire, hold for investment and ultimately realize upon the securities contributed to the Partnership upon the Partnership's formation;

(b) to acquire, hold of investment and ultimately realize upon other securities and other property acquired by the Partnership, including real property, contract rights, and other property interests, whether tangible or intangible;

(c) as owner of the Partnership Property, to invest, reinvest, sell and dispose of the Partnership Property of proceeds thereof and to exercise all rights, powers, privileges, and other incidents of ownership with respect thereto; and

(d) to perform all undertakings, pay all costs and expenses and do all such other acts and things as the General Partner may deem necessary or desirable to carry out the foregoing objects and purposes.

The Partnership may also do all things not otherwise illegal under the laws of the State of Florida.

3. Registered Agent. The name and post office address of the Partnership's registered agent is:

Naples-Lawdock, Inc.
c/o Quarles & Brady LLP
4501 Tamiami Trail North
Suite 300
Naples, FL 34103

4. Specified Office. The post office address of the Partnership's principal office where its records are kept is:

ALEBETH CORPORATION OF NAPLES
c/o R. James Becker
13256 White Violet Drive
Naples, FL 34119

(This is also the Partnership's mailing address.)

5. Partners. The names and post office addresses of the general partners are:

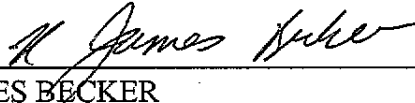
ALEBETH CORPORATION OF NAPLES
c/o R. James Becker
13256 White Violet Drive
Naples, FL 34119

899600106842

6. Dissolution. The latest date on which the Partnership is to be dissolved and its affairs wound up is December 31, 2050.

IN WITNESS WHEREOF, the undersigned general partner has signed this certificate on the day and year first above written.

ALEBETH CORPORATION OF NAPLES,
a Florida Corporation, General Partner



By: R. JAMES BECKER
Its: President

This document was drafted by Kimberly Leach Johnson, Esquire. The duplicate original of this document should be returned to the following:

Kimberly Leach Johnson
c/o Quarles & Brady LLP
4501 Tamiami Trail North
Suite 300
Naples, FL 34103
(941) 262-5959

Having been named to accept service of process for R. JAMES AND BETTE M. BECKER, LIMITED PARTNERSHIP, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and further agrees to comply with the provisions of the Florida Revised Uniform Limited Partnership Act relative to the keeping of said office and the proper and complete performance of its duties.

Naples-Lawdock, Inc.

By: 

Kimberly Leach Johnson

Its: Secretary

Dated: December 10, 1999

STATE OF FLORIDA
COUNTY OF COLLIER

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS OF
R. JAMES AND BETTE M. BECKER LIMITED PARTNERSHIP**

Before me, the undersigned authority, personally appeared R. JAMES BECKER and BETTE M. BECKER who being by me first duly sworn, depose and say:

1. That R. JAMES BECKER and BETTE M. BECKER are the general partners of the R. JAMES AND BETTE M. BECKER LIMITED PARTNERSHIP, a Florida limited partnership (the "Partnership").

2. The limited partners have made capital contributions to the Partnership of assets with an estimated fair market value of approximately Two Million Five Hundred Thousand Dollars (\$2,500,000).

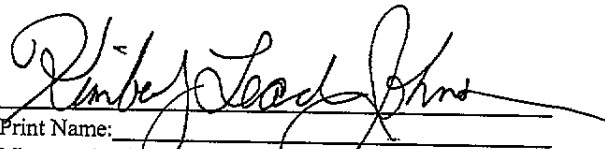
3. No Future limited partner contributions are anticipated.

ALEBETH CORPORATION OF NAPLES,
a Florida Corporation, General Partner


By: R. JAMES BECKER
Its: President

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 10 day of December, 1999, by R. J. BECKER, who is personally known to me or who has produced _____ as identification.


Print Name: _____

Notary Public

State of Florida At Large

Commission No.: _____

My Commission Expires: _____

Kimberly Leach Johnson
MY COMMISSION # CC795572 EXPIRES
December 15, 2002
BONDED THRU TROY FAIR INSURANCE, INC.