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Attorneys and Counselors at Law

936.35

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August 23, 1999

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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****980.00 *****78.75

To Whom It May Concern:

Enclosed for filing are duplicate originals of Certificate of Limited Partnership for the following partnerships:

1. Florida I Blue Mist Limited Partnership
2. Florida II Blue Mist Limited Partnership
3. MainSail Investments Limited Partnership
4. Mountain One Ventures Limited Partnership
5. Mountain Two Ventures Limited Partnership

Also enclosed for filing are duplicate originals of Articles of Incorporation for the following corporations:

1. Blue Mist Management, Inc.
2. Manhattan Management, Inc.
3. Florida Master Mind, Inc.

Please return a certified copy of the Certificates to the undersigned. Also enclosed is a check in the amount of \$980.00 in payment of the filing, registered agent, and certified fees.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Very truly yours,

THE KOHN PARTNERSHIP, L.P.

By:

Lynne Hullinger
Lynne Hullinger

Trust and Billing Coordinator

FF \$ 70.00
CC 8.75
OP 43.75

Enclosures

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32300

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MANHATTEN MANAGEMENT, INC.
(To Be Submitted in Duplicate)**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Law, hereby adopts the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation shall be MANHATTEN MANAGEMENT, INC.

ARTICLE TWO

The principal place of business and mailing address of the corporation is 7401 Louisburg Road, Raleigh, North Carolina 27604.

ARTICLE THREE

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ten thousand (10,000).

ARTICLE FOUR

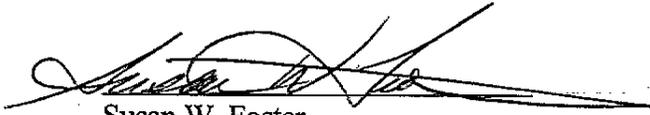
The address, including street and number, of the corporation's initial registered office in this state is 6033 34th Street W., #56, Bradenton, Florida 34205, and the name of its initial agent at such address is Susan K. Turner.

ARTICLE FIVE

The name and address of the incorporator is as follows:

Susan W. Foster
7401 Louisburg Road
Raleigh, North Carolina 27604

IN WITNESS WHEREOF, these Articles of Incorporation have been signed on September 24, 1999.



Susan W. Foster

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above states corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATE: September 24, 1999



Susan K. Turner

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TALLAHASSEE, FLORIDA

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