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OF COUNSEL

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October 15, 2001

A01000000350

Katherine Harris, Secretary of State
Florida Department of State
Division of Corporations
Corporate Filings
P. O. Box 6327
Tallahassee, FL 32314

800004676818--2
-11/13/01--01067--017
***1750.00 ***1750.00

Tp Whom It May Concern:

Enclosed herewith for filing please find the following:

1. Supplemental Affidavit of Capital Contributions with respect to Barnett Family Management Corp., a Florida Corporation, which is the General Partner of Sharelson Enterprises I, L.P., a Florida limited partnership, filed March 9, 2001 (Document No. A01000000348);
2. Supplemental Affidavit of Capital Contributions with respect to Barnett Family Management Corp., a Florida Corporation, which is the General Partner of Sharelson Enterprises II, L.P., a Florida limited partnership, filed March 9, 2001 (Document No. A01000000349); and
3. Supplemental Affidavit of Capital Contributions with respect to Barnett Family Management Corp., a Florida Corporation, which is the General Partner of Sharelson Enterprises III, L.P., a Florida limited partnership, filed March 9, 2001 (Document No. A01000000350).

Also enclosed are three checks payable to the Florida Department of State, each in the amount of \$1,750.00, for the filing fee for each Supplemental Affidavit listed above.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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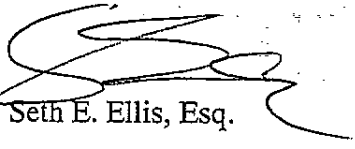
50 RESNIK ROAD, SUITE 300, PLYMOUTH, MASSACHUSETTS 02360
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42

If you have any questions concerning this matter, please do not hesitate to contact me.

Very truly yours,



Seth E. Ellis, Esq.

SEE:ismcl
Enclosures

cc: Arlene Barnett

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

STATE OF NEW JERSEY)
) SS:
COUNTY OF Passaic)

**SUPPLEMENTAL
AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE ME, the undersigned authority, personally appeared ARLENE BARNETT, as President of BARNETT FAMILY MANAGEMENT CORP., a Florida corporation, which is the General Partner of SHARELSON ENTERPRISES III, L.P., a Florida limited partnership, filed March 9, 2001 (Document No. A01000000350) with the Florida Secretary of State, hereinafter referred to as the "Partnership", ARLENE BARNETT, who upon being fully sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by each Limited Partner is as follows:

Helen Sharelson Revocable Trust U/A July 15, 1986	\$ 630,000.00
Total	\$ 630,000.00

2. The amount of additional capital contributions anticipated to be contributed by each Limited Partner is as follows:

a. Helen Sharelson Revocable Trust U/A July 15, 1986	\$ -0-
Total	\$ -0-

FURTHER AFFIANT SAITH NAUGHT.

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TALLAHASSEE, FLORIDA

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.

GENERAL PARTNER

BARNETT FAMILY MANAGEMENT CORP., a Florida corporation

By: Arlene Barnett
ARLENE BARNETT, President

Dated: 10-5-, 2001

The foregoing instrument was acknowledged before me this 5TH day of OCTOBER, 2001, by ARLENE BARNETT, as President of BARNETT FAMILY MANAGEMENT CORP., a Florida corporation, the General Partner of the Partnership, who is personally known to me or has produced _____ as identification.

[Signature]
Notary Public, State of New Jersey
at Large

My Commission Expires: _____
Print/Type or Stamp Notary Name
Commission No. (if any) _____

RICHARD DENSEL
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES JAN. 14, 2004

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