

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILE 1ST

A01000000531

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 4-19-01

REF. #: 0174.15526

CORP. NAME: WOODMERE HOLDINGS, LTD

FILED
01 APR 19 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- FOREIGN QUALIFICATION
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER
- WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- UCC-1
- UCC-3
- OTHER:

(Handwritten mark)

000004033180--0
04/19/01-01067-020
***1837.50 ***1837.50

STATE FEES PREPAID WITH CHECK# 15578 FOR \$ 1837.50

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 APR 19 AM 10:46
NOT RETURNED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF GOOD STANDING
- PLAIN STAMPED COPY
- CERTIFICATE OF STATUS

Examiner's Initials

LP - 1785.00
CERT 52.50

3/c
4/19

CERTIFICATE OF LIMITED PARTNERSHIP

WOODMERE HOLDINGS, LTD,
a Florida limited partnership

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Each undersigned general partner desiring to form a limited partnership ("Partnership") pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Chapter 620 of the Florida Statutes, does hereby state the following:

1. The name of the Partnership is:

WOODMERE HOLDINGS, LTD.

2. The mailing address of the Partnership is:

P.O. Box 49948
Sarasota, Florida 34230-6948

3. The principal office address of the Partnership is:

240 S. Pineapple Avenue - 10th FL
Sarasota, Florida 34236

4. The name and address of the registered agent of the Partnership is:

Charles Knowles
4034 Roberts Point Road
Sarasota, Florida 34242

5. The name and address of each general partner of the Partnership is:

David S. Band
240 S. Pineapple Ave. - 10th FL
Sarasota, Florida 34236

997 0000 28904
Venture Net, Inc.
4034 Roberts Point Rd.
Sarasota, Florida 34242

6. The Partnership shall have a perpetual existence, except as otherwise provided by law or in accordance with the Limited Partnership Agreement.

7. The effective date of this Partnership shall be the effective date of the filing of this Certificate of Limited Partnership with the Department of State.


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

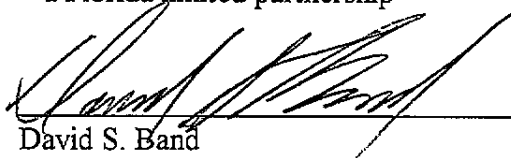
IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by DAVID S. BAND and VENTURE NET, INC., a Florida corporation, each general partner of WOODMERE HOLDINGS, LTD., a Florida limited partnership, this 18 day of April, 2001.

FILED
APR 18 3 09 PM
TALLAHASSEE, FLORIDA

WITNESSES:

WOODMERE HOLDINGS, LTD.,
a Florida limited partnership




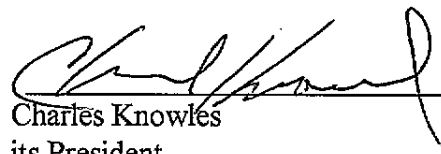


David S. Band

Cheryl J. Curro

By: Venture Net, Inc., a Florida corporation



By: 

Charles Knowles
its President

Cheryl J. Curro

“GENERAL PARTNER”


ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

WOODMERE HOLDINGS, LTD.,
a Florida limited partnership

01 APR 19 PM 3:09
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for WOODMERE HOLDINGS, LTD., a Florida limited partnership, at the place designated in the foregoing Certificate of Limited Partnership, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 620.192 of the Florida Statutes.

Date: 4/18/01


Charles Knowles

“REGISTERED AGENT”

STATE OF FLORIDA
COUNTY OF SARASOTA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

WOODMERE HOLDINGS, LTD.,
a Florida limited partnership

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


BEFORE ME, the undersigned Notary Public, personally appeared DAVID S. BAND and VENTURE NET, INC., a Florida corporation, each as general partner of WOODMERE HOLDINGS, LTD., a Florida limited partnership, ("Partnership,") who, upon being duly sworn, certified as follows:

1. The amount of the capital contributions of the limited partners of the Partnership is: \$1,050,000.00.
2. The amount of additional capital contributions of the limited partners of the Partnership anticipated is: \$0.

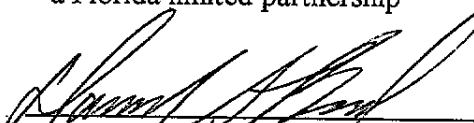
Under penalties of perjury, we declare that we have read the foregoing and that the facts alleged are true, to the best of our knowledge and belief.

WITNESSES:

WOODMERE HOLDINGS, LTD.,
a Florida limited partnership




Cheryl G. Curro

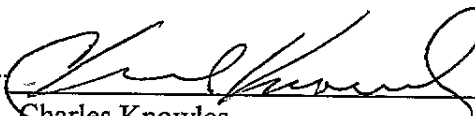


David S. Band

By: Venture Net, Inc., a Florida corporation



Cheryl G. Curro

By: 

Charles Knowles
its President

"GENERAL PARTNER"

The foregoing instrument was acknowledged before me, this 18th day of April, 2001, by DAVID S. BAND as general partner of WOODMERE HOLDINGS, LTD., a Florida limited partnership, who is personally known to me and who did not take an oath.

The foregoing instrument was acknowledged before me, this 18th day of April, 2001, by VENTURE NET, INC., a Florida corporation by Charles Knowles, its President, as general partner of WOODMERE HOLDINGS, LTD., a Florida limited partnership, who is personally known to me and who did not take an oath.

William Martin
Notary Public WILLIAM MARTIN
Print Name _____

My Commission Expires _____



WILLIAM MARTIN
Notary Public, State of Florida
My Comm. Exp. Aug. 18, 2001
Comm. No. CC 672411

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA