



THE UNITED STATES
CORPORATION
COMPANY

A96000002483

ACCOUNT NO. : 072100000032

REFERENCE : 202948 85036A

AUTHORIZATION :

300002042023--S
-12/31/96--01046--010
*****87.50 *****87.50

COST LIMIT : \$ PPD

ORDER DATE : December 27, 1996

ORDER TIME : 10:0 AM

300002042023--S
-12/31/96--01046--009
***1750.00 ***1750.00

ORDER NO. : 202948-005

CUSTOMER NO: 85036A

CUSTOMER: Richard O. Jacobs, Esq
JACOBS FORLIZZO & NEAL, P.A.

Suite 300
13577 Feather Sound Drive
Clearwater, FL 34622

DOMESTIC FILING

NAME: SEMBLER HOLDINGS, LTD.

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: Deborah Schroder

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 DEC 27 PM 3:45

RECEIVED
96 DEC 27 AM 10:50
DIVISION OF CORPORATIONS

A96-
2483

Dec 9, 1996

CERTIFICATE OF LIMITED PARTNERSHIP

26 THIS CERTIFICATE OF LIMITED PARTNERSHIP is executed as of the day of December, 1996, evidencing the organization of SEMBLER HOLDINGS, LTD., a limited partnership organized under the laws of Florida.

1 Name. The name of the Partnership is "SEMBLER HOLDINGS, LTD."

2 Address. The address for the office of the Partnership is: in care of The Sembler Company, 5858 Central Avenue, St. Petersburg, FL 33743-1847.

3 Registered Agent. The name and the address of the Registered Agent is: Melvin F. Sembler, in care of The Sembler Company, 5858 Central Avenue, St. Petersburg, FL 33743-1847.

4 General Partner. The name and business address of the General Partner are: Melvin F. and Betty S. Sembler, tenants by the entireties, in care of The Sembler Company, 5858 Central Avenue, St. Petersburg, FL 33743-1847.

5 Mailing Address for Partnership. The mailing address for the Partnership is: SEMBLER HOLDINGS, LTD., in care of The Sembler Company, 5858 Central Avenue, St. Petersburg, FL 33743-1847.

6 Latest Dissolution Date. The latest date for the Partnership to dissolve is December 31, 2050.

7 Separate Agreement. The Partners have executed a separate Agreement of Limited Partnership, dated the date hereof, governing the affairs of the Partnership.

The General Partner executes this Certificate for the SEMBLER HOLDINGS, LTD. limited partnership as of the date first above written.

SEMBLER HOLDINGS, LTD.

BY:

Melvin F. Sembler
Melvin F. Sembler, G.P.

BY:

Betty S. Sembler
Betty S. Sembler, G.P.

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Affidavit as to Capital

SEMBLER HOLDINGS, LTD.

STATE OF FLORIDA)

ss

COUNTY OF PINELLAS)

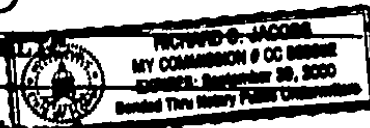
Before me this 21 day of December, 1996, appeared the undersigned Melvin F. Sembler and Betty S. Sembler, tenants by the entireties, the General Partner of SEMBLER HOLDINGS, LTD., who, being first duly sworn, deposes and says that the amount of capital contributed by the Limited Partners of SEMBLER HOLDINGS, LTD. is Two Hundred Ninety Six Thousand + 567 Dollars (\$294,567). Additional capital contributions by the Limited Partners is not contemplated. Each is personally known to me or has produced a Florida Driver's License as identification and did take an oath.

Melvin F. Sembler
Affiant

Betty S. Sembler
Affiant

H. J. B.
NOTARY PUBLIC

NAME:



Acceptance of Appointment as Registered Agent

I, Melvin F. Sembler, appointed Registered Agent for the SEMBLER HOLDINGS, LTD. limited partnership, accept appointment as Registered Agent, as provided in the Certificate of Limited Partnership dated as of the 21 day of December, 1996.

Melvin F. Sembler
Melvin F. Sembler

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