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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 766195 137709A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 140.00

ORDER DATE : April 2, 1998

ORDER TIME : 11:41 AM

ORDER NO. : 766195-005

CUSTOMER NO: 137709A

CUSTOMER: Merritt Gardner, Esq
GARDNER WILKES SHAHEEN &
CANDELORA
Ste. 2650
401 E. Jackson St
Tampa, FL 33602

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -2 PM 3:25

DOMESTIC FILING

9800002477199--1

NAME: JOHNSON SISTERS GROUP, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	<u>XX</u>	CERTIFIED COPY
Availability	<u>dec</u>	PLAIN STAMPED COPY
		CERTIFICATE OF GOOD STANDING
Document Examiner	CONTACT PERSON: Deborah Schroder	
Updater	DCC	
Printer		
Verifier	DCC	
Adm. Clerk	DCC	
W.P. Verifier	DCC	

EXAMINER'S INITIALS:

DIVISION OF CORPORATION
98 APR -2 PM 1:51

22
\$ 5,000.00

JOHNSON SISTERS GROUP, LTD.

AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP

We, Merritt A. Gardner and Gretchen Hollander, in their capacity as General Partners, hereby sign this Certificate of Limited Partnership for the purpose of forming a limited partnership for profit in accordance with the laws of the State of Florida. This Certificate of Limited Partnership has been duly executed and is being filed in accordance with Section 620.108, Florida Statutes.

1. Name of the Partnership. The name of the Partnership shall be JOHNSON SISTERS GROUP, LTD.

2. Office and Mailing Address of the Partnership. The address of the office of the Partnership and the mailing address of the Partnership shall be 401 E. Jackson Street, Suite 2650, Tampa, Florida 33602.

3. Agent for Service of Process. The name and address of the agent for service of process of the Partnership are as follows:

Merritt A. Gardner
401 E. Jackson St., Ste. 2650
Tampa, Florida 33602

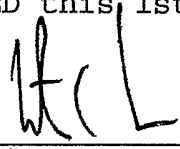
4. Names and Business Addresses of General Partner. The names and business addresses of the General Partners are as follows:

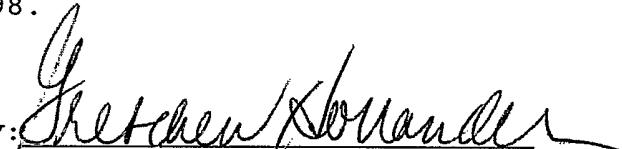
Merritt A. Gardner
401 E. Jackson St., Ste. 2650
Tampa, Florida 33602

Gretchen Hollander
401 E. Jackson St., Ste. 2650
Tampa, Florida 33602

5. Latest Date of Dissolution. The latest date on which the Partnership is to dissolve is June 30, 2028.

DATED this 1st day of April, 1998.

By: 
Merritt A. Gardner

By: 
Gretchen Hollander

"GENERAL PARTNERS"

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)

COUNTY OF HILLSBOROUGH)

BEFORE ME, the undersigned authority, personally appeared Merritt A. Gardner and Gretchen D. Hollander, in their capacity as General Partners of JOHNSON SISTERS GROUP, LTD., a Florida limited partnership being formed (the "Partnership"), who, upon being sworn, certify as follows:

1. The amount of the initial capital contribution to be made to the Partnership by the Limited Partners is real and personal property having a value of Five Thousand and No/100 Dollars (\$5,000.00).

2. It is anticipated that there will be no additional capital contributions by the Limited Partners to the Partnership.

FURTHER AFFIANTS SAYETH NOT.

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

By: Merritt A. Gardner
Merritt A. Gardner
401 E. Jackson Street
Suite 2650
Tampa, Florida 33602

By: Gretchen Hollander
Gretchen Hollander
401 E. Jackson Street
Suite 2650
Tampa, Florida 33602

The foregoing instrument was acknowledged before me this 1st day of April, 1998, by Merritt A. Gardner and Gretchen Hollander.

NOTARY PUBLIC:

Sign: Irene Nielson
Print: IRENE NIELSON
State of Florida at Large (Seal)
My Commission Expires:



IRENE NIELSON
COMMISSION # CC 508820
EXPIRES DEC 19, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.