

A 98000001065



ACCOUNT NO. : 072100000032

REFERENCE : 797864 8796A

AUTHORIZATION :

COST LIMIT : \$ ~~1785.00~~ *Prepaid*

ORDER DATE : April 28, 1998

ORDER TIME : 9:33 AM

ORDER NO. : 797864-005

CUSTOMER NO: 8796A

CUSTOMER: Frank N. Fleischer, Esq.
SCHIFINO & FLEISCHER

One Tampa City Center, #2700
201 North Franklin Street
Tampa, FL 33602

400002505514--2
-04/29/98--01068--032
*****35.00 *****35.00

400002505514--2
-04/29/98--01068--033
***1750.00 ***1750.00

DOMESTIC FILING

NAME: AWAD & ASSOCIATES II, LTD.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	4/29/98
Availability	XX <i>dec</i>
Document	CERTIFIED COPY
Examiner	CONTACT PERSON: Daniel W Leggett
Updater	DOC
Updater	DOC
Verifier	DOC
Acknowledgement	DOC
W. P. Verifier	DOC

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

EXAMINER'S INITIALS:

A 98000001065

FILED
98 APR 29 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 APR 29 PM 1:55
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA
No. 000,000,018
7C

W 980000009651



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 29, 1998

DANIEL W. LEGGETT
CSC
TALLAHASSEE, FL 32301

SUBJECT: AWAD & ASSOCIATES II, LTD.
Ref. Number: W98000009651

We have received your document for AWAD & ASSOCIATES II, LTD. and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You can not list the name of the partnership as the registered agent. I believe you listed the wrong name.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 598A00023415

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
AWAD & ASSOCIATES II, LTD.**

The undersigned hereby makes, acknowledges and files with the Secretary of State of the State of Florida 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.

1. Name of the Partnership. The name of the partnership shall be Awad & Associates II, Ltd. (the "Partnership").

2. Office and Agent. JEFFREY P. JULIEN, shall be the agent for service of process and its address, and the address of the recordkeeping office, shall be 880 Carillon Parkway, St. Petersburg, Florida 33716.

3. Names and Business Address of the General Partner. The name and business address of the General Partner is as follows:

<u>Name</u>	<u>Address</u>
Awad & Associates, Inc. a Florida corporation	880 Carillon Parkway St. Petersburg, Florida 33716

993 0000 66255

4. Mailing Address. The mailing address for the Partnership shall be c/o Awad & Associates, Inc., 880 Carillon Parkway, St. Petersburg, Florida 33716.

5. Term. The latest date upon which the Partnership is to dissolve shall be December 31, 2028.

IN WITNESS WHEREOF, AWAD & ASSOCIATES, INC., as the sole General Partner, by and through JEFFREY P. JULIEN, as its duly authorized officer, has sworn to and executed this Certificate on this 8th day of April, 1998.

AWAD & ASSOCIATES, INC.
a Florida corporation

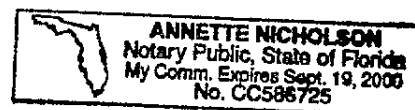
By: J. P. Julien
As Its: Treasurer

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Certificate of Limited Partnership was sworn to and acknowledged before me this 8 day of April, 1998 by JEFFREY P. JULIEN as Treasurer of AWAD & ASSOCIATES, INC.

Annette Nicholson
Notary Public
State of Florida at Large

My commission expires: Sept 19, 2000



FILED
98 APR 29 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF FLORIDA AWAD & ASSOCIATES II, LTD.

STATE OF FLORIDA
COUNTY OF PINELLAS

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, AWAD & ASSOCIATES, INC., a Florida corporation, through its duly authorized officer, being sworn, deposes and says as follows:

1. The undersigned is the sole General Partner of AWAD & ASSOCIATES II, LTD., a Florida limited partnership in the process of formation (the "Partnership").
2. The capital contribution of and the amount anticipated to be contributed by the limited partners of the Partnership is Ten Million Dollars (\$10,000,000).

IN WITNESS WHEREOF, the undersigned as the sole General Partner, by and through its duly authorized officer, has hereunto sworn to and executed this Affidavit on the 8th day of April, 1998.

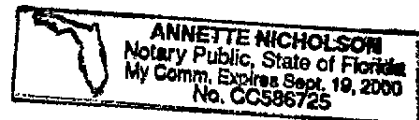
AWAD & ASSOCIATES, INC.
a Florida corporation

By: J.P. Julien
As Its: Treasurer

The above Affidavit was sworn to and subscribed by JEFFREY P. JULIEN, as Treasurer of AWAD & ASSOCIATES, INC. before the undersigned Notary Public this 8 day of April, 1998.

Annette Nicholson
Notary Public
State of Florida at Large

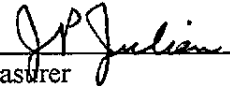
My commission expires: Sept 19, 2000



ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned, having been designated as Registered Agent of AWAD & ASSOCIATES, II, Ltd., in its Agreement of Limited Partnership, hereby accepts such designation and agrees to comply with the provisions of Chapter 620, Florida Statutes.

AWAD & ASSOCIATES, INC.
a Florida corporation

By: 
As Its: Treasurer
Registered Agent
880 Carillon Parkway
St. Petersburg, Florida 33716

FILED
98 APR 29 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA