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LAW OFFICES
SCOTT F. BARNETT
CHARTERED
Attorneys & Counselors at Law
234 East Davis Boulevard
Tampa, FL 33606-3756

Alter letter (Anticipated) 02727
00289-00717-00656-00671
August 3, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

500002607195--6
-08/04/98--01076--001
***1785.00 ***1785.00

Re: Limited Partnership: Matthews Family Limited Partnership, Ltd.
Our File No.:

Dear Sir/Madam:

Enclosed please find the following:

1. One original and a copy of the Certificate of Limited Partnership of the above referenced limited partnership.
2. A check in the amount of \$1,785.00 made payable to the Secretary of State to cover the appropriate filing fees.

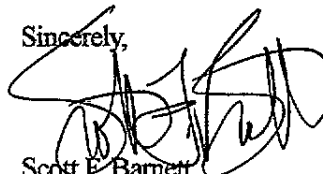
Please file the Certificate of Limited Partnership and return to the undersigned a copy of the Certificate of Limited Partnership marked filed by your office.

If you have any questions whatsoever, please do not hesitate to contact the undersigned. Thank you in advance for your cooperation.

Name Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Under Verifier	<i>[Signature]</i>
Acknowledgement	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

SFB: kld
Enclosures

Sincerely,



Scott F. Barnett
For the Firm

2221-86M

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 21 AM 10:03



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 17, 1998

SCOTT F. BARNETT
234 EAST DAVIS BLVD.
TAMPA, FL 33606-3756

SUBJECT: MATTHEWS FAMILY LIMITED PARTNERSHIP, LTD.
Ref. Number: W98000017772

We have received your document for MATTHEWS FAMILY LIMITED PARTNERSHIP, 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 failed to make the correction(s) requested in our previous letter.

Section 620.108, Florida Statutes, requires the affidavit include the amount of capital contributions of the limited partners and the amount anticipated to be contributed.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 798A00042455

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 21 AM 10:03

CERTIFICATE OF LIMITED PARTNERSHIP
of
MATTHEWS FAMILY LIMITED PARTNERSHIP, Ltd.
a Florida limited partnership

This Certificate of Limited Partnership of MATTHEWS FAMILY LIMITED PARTNERSHIP, Ltd., a Florida limited partnership (the "Limited Partnership") made and filed under the "Florida Revised Uniform Limited Partnership Act (1986)" is executed as provided for by Florida Statutes, Section 620.108 and sets forth the following for the purpose of forming a limited partnership under Florida law:

(a) The name of the limited partnership is:

MATTHEWS FAMILY LIMITED PARTNERSHIP, Ltd., a Florida limited partnership

(b) The address of the office and the name and address of the agent for service of process required to be maintained by Florida Statutes, Section 620.105 are as follows:

Office Address

234 East Davis Boulevard
Tampa, FL 33606

Name and Address of Agent for Service of Process

Scott F. Barnett, Esquire
140 Danube Avenue
Tampa, FL 33606

(c) The name and business address of each General Partner is:

Name of General Partner #1

MATTHEWS GP CORP., INC., a Florida corporation

998-69224

Address of General Partner #1

5018 24th Avenue South
Tampa, Florida 33675

(d) The mailing address for the Limited Partnership is:

5018 24th Avenue South
Tampa, Florida 33675

(e) The latest date on which the limited partnership is to dissolve is:

December 31, 2048

THIS CERTIFICATE is executed by the undersigned for the purposes declared herein.

Signed this 3rd day of August, 1998.

General Partner,
MATTHEWS GP Corp., Inc., a Florida corporation

By: Joseph E. Matthews III
Joseph E. Matthews III, President

Executed on behalf of the Limited Partnership pursuant to Florida Statute, Section 620.116(1).

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

AFFIDAVIT AS TO CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS
of
MATTHEWS FAMILY LIMITED PARTNERSHIP, Ltd.,
a Florida limited partnership
(the "Limited Partnership")

COMES NOW, the undersigned (the "Affiant"), who, for the purpose of providing this instrument to accompany the Certificate of Limited Partnership of the Limited Partnership pursuant to the provisions of Florida Statutes, Section 620.108(1), swears and deposes as follows:

1. The Affiant is familiar with the affairs and plans of the Limited Partnership, and
2. The capital contributions of the limited partners of the Limited Partnership does now

total the amount of

TWO HUNDRED and FIFTY THOUSAND DOLLARS (\$250,000.00)

and the total amount of capital contributions of the limited partners of the Limited Partnership shall total the amount of

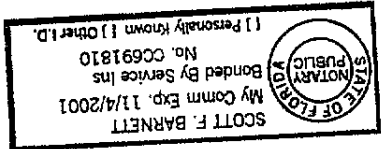
ONE MILLION DOLLARS (\$1,000,000).

Further Affiant Sayeth Not:


JOSEPH E. MATTHEWS III

STATE OF FLORIDA)
)
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 8 day of September, 1998, by JOSEPH E. MATTHEWS III, as President of MATTHEWS GP CORP, INC., a Florida corporation which is the General Partner of MATTHEWS FAMILY LIMITED PARTNERSHIP, LTD.



[Signature]

Notary Public (typed name)

Notary Public (signature)

Personally known OR produced identification _____
Type of identification produced _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 21 AM 10:03