



THE UNITED STATES CORPORATION COMPANY

A98000002630

ACCOUNT NO. : 072100000032

REFERENCE : 040806 4323655

AUTHORIZATION :

COST LIMIT : \$PPD

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 98 NOV 30 PM 1:42

ORDER DATE : November 23, 1998

ORDER TIME : 10:13 AM

ORDER NO. : 040806-020

CUSTOMER NO: 4323655

000002697400--6 -11/30/98--01043--027 ***1793.75 ***1793.75

CUSTOMER: Kit Russell, Legal Assistant ANNIS MITCHELL COCKEY EDWARDS ANNIS MITCHELL COCKEY EDWARDS Suite 2100 201 N. Franklin Street Tampa, FL 33602

DOMESTIC FILING

NAME: RICHLAND MANAGEMENT, LTD.

EFFECTIVE DATE: PPD

(4) BRK 11/30/98

- XX ARTICLES OF INCORPORATION XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

RECEIVED 98 NOV 30 PM 12:13 DIVISION OF CORPORATIONS

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**CERTIFICATE OF LIMITED PARTNERSHIP OF
RICHLAND MANAGEMENT, LTD.**

The undersigned hereby executes and swears to this Certificate of Limited Partnership for the purpose of forming a limited partnership under the laws of the State of Florida:

1. **Name of Partnership.** The name of the Partnership shall be **RICHLAND MANAGEMENT, LTD.**

2. **Address of Recordkeeping Office; Agent for Service of Process.** The records to be kept pursuant to *Florida Statute* Section 620.106 shall be located at 4830 West Kennedy Boulevard, Suite 740, Tampa, Florida 33609. The name of the Partnership's agent for service of process at said address is Samuel K. Ross.

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

<i>Name</i>	<i>Address</i>
Urban West Management, Inc.	4830 W. Kennedy Boulevard Suite 740 Tampa, Florida 33609

F98000006481

4. **Mailing Address for the Limited Partnership.** The mailing address for the Limited Partnership shall be located at 4830 West Kennedy Boulevard, Suite 740, Tampa, Florida 33609.

5. **Term.** The term for which the Partnership is to exist shall be thirty (30) years from the filing of this Certificate in the Office of the Secretary of State of the State of Florida, unless sooner terminated in accordance with the Limited Partnership Agreement for RICHLAND MANAGEMENT, LTD.

DATED this 24th day of November, 1998.

GENERAL PARTNER:

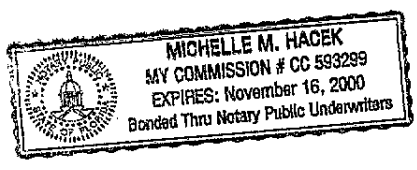
URBAN WEST MANAGEMENT, INC.,
a California corporation

By: 
Samuel K. Ross, Vice President

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STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 24th day of November, 1998, by **SAMUEL K. ROSS**, as Vice President of **URBAN WEST MANAGEMENT, INC.**, a California corporation. He is personally known to me ~~or has produced~~ as identification.



Michelle M HACEK
NOTARY PUBLIC
Name: Michelle M HACEK
Serial No.: CC 593299
My Commission Expires: 11/16/00

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Limited Partnership, at the place designated herein, 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.

Samuel K. Ross
Samuel K. Ross

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

I, **SAMUEL K. ROSS**, being the Vice President of **URBAN WEST MANAGEMENT, INC.**, a California corporation, the sole general partner of **RICHLAND MANAGEMENT, LTD.**, a Florida limited partnership (hereinafter referred to as the "Partnership"), upon being sworn, do hereby certify as follows:

1. The limited partner has contributed \$250,000 of capital to the Partnership.
2. It is anticipated that no additional capital shall be contributed by the limited partner in the future.


This 24th day of November, 1998.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

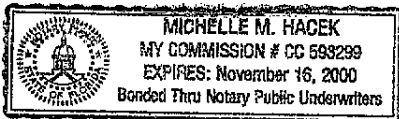
URBAN WEST MANAGEMENT, INC.,
a California corporation


By: 

Samuel K. Ross, Vice President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 24th day of November, 1998, by **SAMUEL K. ROSS**, as Vice President of **URBAN WEST MANAGEMENT, INC.**, a California corporation. He is personally known to me ~~or has produced~~ as identification.




NOTARY PUBLIC
Name: Michelle M Hacek
Serial No.: 593299
My Commission Expires: 11/16/00