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ACCOUNT NO. : 072100000032

REFERENCE : 075235 4326591

AUTHORIZATION :

COST LIMIT : \$PREPAID

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 22 PM 4:42

ORDER DATE : December 22, 1998

ORDER TIME : 12:05 PM

ORDER NO. : 075235-005

CUSTOMER NO: 4326591

CUSTOMER: E. Jackson Boggs, Esq
FOWLER WHITE GILLEN BOGGS
FOWLER WHITE GILLEN BOGGS
Suite 1700
501 East Kennedy Boulevard
Tampa, FL 33602

800002719378-0
-12/22/98-01075-009
***1837.50 ***1837.50

DOMESTIC FILING

NAME: SAMHALL, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: _____

myr
12/22/98
DIVISION OF CORPORATIONS
98 DEC 22 PM 1:10
11-21-98

CERTIFICATE OF LIMITED PARTNERSHIP
SAMHALL, LTD.

In accordance with Florida Statute Section 620.108, this Certificate of Limited Partnership shall be filed with the Department of State of Florida, setting forth the following:

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DEPARTMENT OF STATE
CORPORATIONS
98 DEC 22 PM 4:22

1. **Name.** The name of this limited Partnership shall be "Samhall, Ltd."

2. **Registered Agent and Address.** The office and the name of the agent for service of process required to be maintained is as follows:

Sam G. Rahall
4251 - 42nd Avenue South
St. Petersburg, Florida 33711

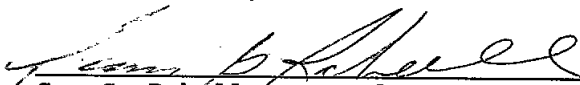
3. **General Partner.** The name and business address of the general partner is:

Sam G. Rahall
4251 - 42nd Avenue South
St. Petersburg, Florida 33711

4. **Mailing Address.** The principal office and mailing address of the limited partnership is:

4251 - 42nd Avenue South
St. Petersburg, Florida 33711


5. **Termination Date.** The latest date upon which the limited partnership is to dissolve is December 31, 2048.



Sam G. Rahall, General Partner and
Registered Agent

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH


The foregoing instrument was acknowledged before me this 21st of December, 1998, by SAM G. RAHALL, who is personally known to me or who has produced nil as identification.



Print Name Vickie G. Wilmouth

"NOTARY PUBLIC"

My Commission Expires:

 VICKIE G. WILMOUTH
COMMISSION # CC 672745
EXPIRES AUG 17, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

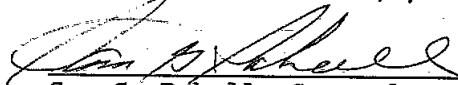
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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BEFORE ME, THE UNDERSIGNED AUTHORITY, personally appeared SAM
G. RAHALL, known to me to be the general partner of SAMHALL, LTD,
a Florida limited partnership, who, before me first duly sworn,
declare as follows:

1. The amount of capital initially contributed to the
Partnership by the limited partners is \$1,980.00.

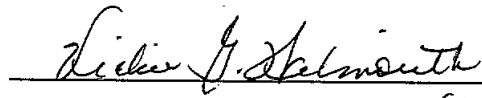
2. The limited partners presently anticipate contributing
additional funds to the Partnership; and the total amount
contributed and anticipated to be contributed is \$5,000,000.00.



Sam G. Rahall, General Partner

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH


The foregoing instrument was acknowledged before me this 21ST
of December, 1998, by SAM G. RAHALL, who is personally known to me
or who has produced n/a as identification.



Print Name Vickie G. Wilmouth

"NOTARY PUBLIC"

My Commission Expires:

 VICKIE G. WILMOUTH
COMMISSION # CC 672745
EXPIRES AUG 17, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.