

FROM

(WED) 12. 23' 98 16:13/ST. 16:12/NO. 4260294297 P 1

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FLORIDA LIMITED PARTNERSHIP

WOOLEY PROPERTIES II, LTD.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$1,785.00

A98-2846

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
WOOLEY PROPERTIES II, LTD.

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The undersigned parties, desiring to form a limited partnership under the Florida Revised Uniform Limited Partnership Act, do hereby certify and swear as follows:

I. Name. The name of the partnership shall be:

WOOLEY PROPERTIES II, LTD

II. Name and Address of Registered Agent. The name and address of the agent and office for service of process of the limited partnership shall be:

Stephen B. Straske II
101 East Kennedy Blvd., Suite 3700
Tampa FL 33602

III. General Partner. The name and address of the general partner of the limited partnership is as follows:

JIW Enterprises, Inc., a Florida corporation
9210 Adamo Drive
Tampa FL 33619

F91291

IV. Location of Principal Place of Business and Mailing Address. The limited partnership's principal place of business and mailing address shall be:

9210 Adamo Drive
Tampa, Florida 33619

V. Term. The term for which the limited partnership is to exist will be from the date of the filing of this Certificate of Limited Partnership until dissolution, which shall be:

(a) on December 31, 2028;

(b) the sale, abandonment or disposal by the limited partnership of all or substantially all of its assets;

(c) the entry of a final judgment, order or decree of a court of competent jurisdiction adjudicating the limited partnership to be bankrupt, and the expiration of the period, if any, allowed by applicable law to appeal therefrom;

Prepared by: Stephen B. Straske II, Esq.
P. O. Box 2231, Tampa FL 33601-2231
Florida Bar #060070
(813) 221-3900

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(d) any event of dissolution or termination as described in the Wooley Properties II Limited Partnership Agreement;

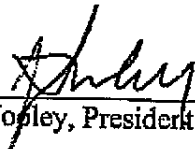
(e) the determination by the General Partner to dissolve the Partnership.

IN WITNESS WHEREOF, the undersigned has duly sworn to and executed this Certificate on the date and year indicated below.

Executed this 23 day of December, 1998.

"General Partner"
JIW ENTERPRISES, INC., a Florida corporation

By:



J.I. Wooley, President

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REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for the above stated limited partnership I hereby accept appointment as its agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Stephen B. Straske II

Date: Dec. 23, 1998

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A FLORIDA LIMITED PARTNERSHIP**

THE UNDERSIGNED, constituting all of the general partners of WOOLEY PROPERTIES II, LTD. a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners of the Partnership is \$1,000,000.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,000,000.00.

DATED this 23 day of December, 1998.

FURTHER AFFIANT SAYETH NOT.

Under the 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.

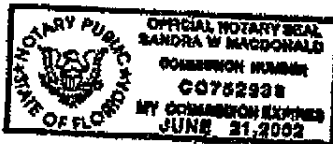
JIW ENTERPRISES, INC.,
a Florida corporation,
General Partner

By: *J.I. Wooley*
J.I. Wooley, President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this December 23, 1998, by J.I. Wooley, President of JIW Enterprises, Inc. a Florida corporation, on behalf of the corporation. He is personally known to me or has produced *Personally Known* as identification.

Sandra W. Macdonald
Notary Public
My Commission Expires:
Commission Number:



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