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ACCOUNT NO. : 072100000032

REFERENCE : 077501 5315A

AUTHORIZATION : *Patricia Piguto*

COST LIMIT : \$ PPD

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98 DEC 23 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 23, 1998

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ORDER NO. : 077501-005

CUSTOMER NO: 5315A

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***1837.50 ***1837.50

CUSTOMER: Don Weinbren, Esq
TRENAM KEMKER SCHARF BARKIN
TRENAM KEMKER SCHARF BARKIN
2700 Barnett Plaza
101 East Kennedy Boulevard
Tampa, FL 33602

DOMESTIC FILING

NAME: FRANCES M. PRUITT LIMITED PARTNERSHIP II

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

T.C. \$2,108,700.00
A94-1529
same people

CONTACT PERSON:	Janice Vanderslice
Availability	<i>WV 12/24</i>
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. verifier	

WV 12/24

EXAMINER'S INITIALS: _____

FF \$1750
RA 35
CC 52.50

SECRETARY OF STATE
98 DEC 23 PM 2:45
TALLAHASSEE, FLORIDA

Frances M. Pruitt Limited Partnership I
360 Coffee Pot Riviera, N.E.
St. Petersburg, Florida 33704

December 21, 1998

Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

FILED
98 DEC 23 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: *Frances M. Pruitt Limited Partnership II*

To Whom It May Concern:

On behalf of Frances M. Pruitt Limited Partnership I, a Florida limited partnership (the "Partnership"), please be advised that the Partnership consents to the use of the name "Frances M. Pruitt Limited Partnership" in connection with the formation of Frances M. Pruitt Limited Partnership II, a Florida limited partnership being formed contemporaneously herewith.

If you have any questions, please contact the Partnership's legal counsel, whose name, address and phone number are as follows:

Don B. Weinbren, Esq.
Trenam, Kemker, Scharf, Barkin,
Frye, O'Neill & Mullis, P.A.
101 East Kennedy Boulevard, Suite 2700
Tampa, Florida 33602
(813) 227-7474

Your timely attention to this matter is greatly appreciated.

Sincerely,



Frances M. Pruitt, as Trustee of
The Frances M. Pruitt Limited Partnership I
dated March 10, 1992, General Partner

FRANCES M. PRUITT LIMITED PARTNERSHIP II

CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned General Partner hereby signs 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. This Certificate of Limited Partnership has been duly executed and is being filed in accordance with Section 620.108, Florida Statutes.

1. Name of the Partnership. The name of the Partnership shall be FRANCES M. PRUITT LIMITED PARTNERSHIP II.

2. Office and Mailing Address of the Partnership. The address of the office of the Partnership and the mailing address of the Partnership shall be

360 Coffee Pot Riviera, N.E.
St. Petersburg, Florida 33704

3. Agent for Service of Process. The name and address of the agent for service of process of the Partnership are as follows:

Frances M. Pruitt
360 Coffee Pot Riviera, N.E.
St. Petersburg, Florida 33704

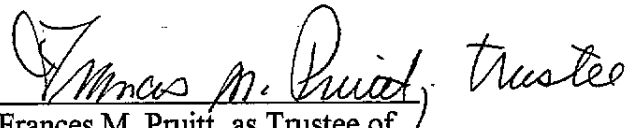
4. Name and Business Address of General Partner. The name and business address of the General Partner are as follows:

Frances M. Pruitt, as Trustee of the
Frances M. Pruitt Revocable Trust
dated March 10, 1992
360 Coffee Pot Riviera, N.E.
St. Petersburg, Florida 33704

5. Latest Date of Dissolution. The latest date on which the Partnership is to dissolve is December 31, 2048.

DATED this 21st day of December, 1998.

"General Partner"


Frances M. Pruitt, as Trustee of
The Frances M. Pruitt Revocable Trust
dated March 10, 1992

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared Frances M. Pruitt, General Partner of Frances M. Pruitt Limited Partnership II, a Florida limited partnership being formed (the "Partnership"), who, upon being sworn, certifies as follows:

1. The amount of the initial capital contribution to be made to the Partnership by the Limited Partners is \$2,108,700.00.

2. It is not anticipated that additional capital is to be contributed by the Limited Partners to the Partnership.

FURTHER AFFIANT SAYETH NOT.


Under penalties of perjury, the undersigned declares that he has read the foregoing and the facts alleged are true, to the best of his knowledge and belief.

Frances M. Pruitt, trustee
Frances M. Pruitt, as Trustee of the
Frances M. Pruitt Revocable Trust
dated March 10, 1992

SWORN TO AND SUBSCRIBED before me this 26th day of December, 1998.

Don B. Weinbren
Notary Public

My Commission Expires:

 Don B Weinbren
My Commission CC761510
Expires July 22, 2002