



THE UNITED STATES CORPORATION COMPANY

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FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 99 JAN 22 PM 3:45

ACCOUNT NO. : 072100000032
REFERENCE : 108814 4342718
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : January 22, 1999
ORDER TIME : 1:44 PM
ORDER NO. : 108814-005
CUSTOMER NO: 4342718

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-01/25/99-01001-002
***1969.25 ***1969.25

CUSTOMER: Donald S. Hart, Jr., Esq
GLENN RASMUSSEN & FOGARTY
GLENN RASMUSSEN & FOGARTY
Suite 1300
100 South Ashley Drive
Tampa, FL 33602

RECEIVED

99 JAN 22 PM 2:21
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: PARKCREST CAPITAL PARTNERS, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX (3) CERTIFIED COPY
PLAIN STAMPED COPY
XX (3) CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

Handwritten box containing: LP-1785.00, CERI 184.25

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ATTORNEYS AT LAW

GLENN RASMUSSEN & FOGARTY

100 South Ashley Drive, Suite 1300
P.O. Box 3333 Tampa, Florida 33601-3333
(813) 229-3333 Fax (813) 229-5946

January 21, 1999

State of Florida
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: ParkCrest Capital Partners, Ltd.

Ladies and Gentlemen:

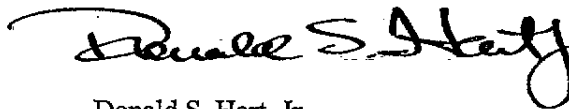
Enclosed for filing are a Certificate of Limited Partnership, accompanied by an Affidavit of Capital Contributions for the partnership, all in the name of ParkCrest Capital Partners, Ltd., which we understand to be an available name for use. In connection with this filing, enclosed is a check payable to your order for the following fees and charges:

Filing fee in the maximum amount	\$ 1,750.00
Designation of Registered Agent	35.00
Three certified copies of the Certificate of Limited Partnership	157.50
Three Sworn Certificates Under Seal	<u>26.75</u>
Total:	\$ 1,969.25

I trust that you will find these matters in order, but if you have questions, please feel free to contact me by telephone at (813)229-3333.

Very truly yours,

GLENN RASMUSSEN & FOGARTY, P.A.



Donald S. Hart, Jr.

DSH/d
Enclosures

1859-01801^C

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**CERTIFICATE OF LIMITED PARTNERSHIP
FOR FLORIDA LIMITED PARTNERSHIP**

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1. The name of the limited partnership is **ParkCrest Capital Partners, Ltd.**
2. The business address of the limited partnership is **c/o Euro American Management, Inc., 4350 W. Cypress Street, Suite 250, Tampa, Florida 33607.**
3. The name of the registered agent for service of process is **Kristen Kennedy Showalter.**
4. The Florida street address for the registered agent is **4350 W. Cypress Street, Suite 250, Tampa, Florida 33607.**
5. *Kristen Kennedy Showalter*
(Registered Agent's signature accepting designation as Registered Agent for Service of Process.)
6. The mailing address for the limited partnership is **c/o Euro American Management, Inc., 4350 W. Cypress Street, Tampa, Florida 33607.**
7. The latest date upon which the limited partnership is to be dissolved is **December 31, 2049.**
8. The name(s) and address(es) of the general partner(s): **Euro XV, Inc., 4350 W. Cypress Street, Suite 250, Tampa, Florida 33607**

99000005805

Under penalty of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 21 day of January, 1999.

Signature of all the general partners:

EURO XV, INC., a Florida corporation

By: *Kristen Kennedy Showalter*

Name: Kristen Kennedy Showalter

Title: Treasurer

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

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DIVISION OF CORPORATIONS
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The undersigned, constituting all of the general partners of **ParkCrest Capital Partners, Ltd.**, a Florida limited partnership, certify:

1. The amount of capital contributions to date of the limited partners is \$ -0-.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$4,449,000.00.

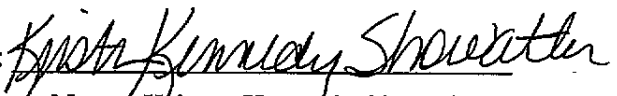
FURTHER AFFIANT SAYETH NOT.

Under penalty of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 21 day of January, 1999.

Signature of all the general partners:

EURO XV, INC., a Florida corporation

By: 

Name: Kristen Kennedy Showalter

Title: Treasurer