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MICHAEL D. HORLICK
ATTORNEY and COUNSELOR AT LAW

W99-27610

1314 E. VENICE AVENUE - SUITE D
VENICE, FLORIDA 34292

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November 19, 1999

00789-02727-00671

MJH

Florida Department of State
Division of Corporations
Partnership/Registration Section
P.O. Box 6327
Tallahassee, FL 32314

700003055767--5
-11/29/99--01137--011
***1846.25 ***1846.25

Re: The Venice Company, Ltd.

Dear Sirs:

Enclosed for filing please find a Certificate of Limited Partnership which is accompanied by an Acceptance by Registered Agent and an Affidavit of Capital Contribution for the partnership.

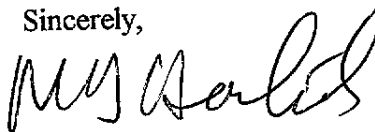
Also enclosed is a check for \$1,846.25 representing: (i) a filing fee of \$1,750.00; (ii) certified copy of \$52.50; (iii) \$35.00 for the designation of registered agent; and (iv) \$8.75 for a Certificate of Status.

Please complete the filing of the Certificate immediately and send the requested certified copy and Certificate of Status to me at the above address.

If any further information is needed, please call me.

* Name OK per
D.E.M.

Sincerely,



Michael D. Horlick

Enclosures

cc: Gladys R. Gette Hartley, Ed. D.

VeniceCompany.ltr3.wpd

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 29 PM 1:14

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DIVISION OF CORPORATIONS
99 NOV 29 PM 1:14

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE VENICE COMPANY, LTD.
a Florida limited partnership**

The undersigned General Partners, in order to convert **THE VENICE COMPANY**, a Florida general partnership, into **THE VENICE COMPANY, LTD.**, a Florida limited partnership, pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby state:

1. The name of the Limited Partnership (the "Partnership") is **THE VENICE COMPANY, LTD.**
2. During the period of its existence as a general partnership, the Partnership's former name was **THE VENICE COMPANY**.
3. The vote of the partners cast in favor of the conversion of the general partnership into a limited partnership was 100%.
4. The address of the office of the Partnership is 101 W. Venice Avenue, Suite 25, Venice, Florida 34285.
5. The name and address of the agent for service of process on the Partnership is **MICHAEL T. HARTLEY**, 101 W. Venice Avenue, Suite 25, Venice, Florida 34285.
6. The name and business addresses of the general partners of the Partnership are set forth on Exhibit "A" attached hereto.
7. The mailing address of the Partnership is 101 W. Venice Avenue, Suite 25, Venice, Florida 34285.
8. The latest date upon which the Partnership shall dissolve is December 31, 2050.

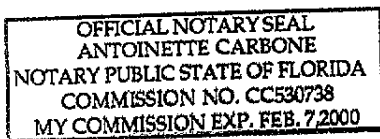
The execution of this certificate by the undersigned General Partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the Partnership, this 25 day of OCT, 1999.

GENERAL PARTNERS:

Personally Known To Me

Antoinette Carbone



N. Jean Trammell TTEE
N. Jean Trammell, Trustee for the Dale K.
and Jean R. Ehrhart Irrevocable
Grandchildren's Trust,
UAD February 16, 1989

N. Jean Trammell
N. Jean Trammell

Carol A. Higman
Carol A. Higman

Thomas B. Trammell
Thomas B. Trammell

Jean R. Ehrhart
Jean R. Ehrhart, Trustee for the Jean R.
Ehrhart Trust UAD September 14, 1989

Michael T. Hartley
Michael T. Hartley*

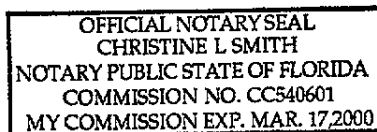
Gladys G. Hartley
Gladys G. Hartley*

*As joint tenants with right of survivorship

FOR GLADYS G. HARTLEY

PERSONALLY KNOWN TO ME

Christine L. Smith 10/26/99



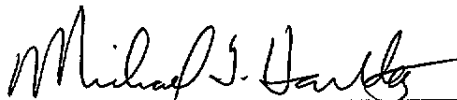
THE VENICE COMPANY, LTD.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, **MICHAEL T. HARTLEY**, having been named as Registered Agent for the above Limited Partnership at the office designated in the foregoing Certificate of Limited Partnership, hereby accepts the appointment as and agrees to perform the duties and responsibilities of and agrees to act as Registered Agent for **THE VENICE COMPANY, LTD.**

IN WITNESS WHEREOF, the undersigned has executed this Acceptance this 25 day of OCT, 1999.

REGISTERED AGENT:



MICHAEL T. HARTLEY

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

The undersigned, being the General Partners of **THE VENICE COMPANY, LTD.**, a Florida limited partnership, hereby certify:

1. The amount of capital contributions to date of the limited partners is \$2,345,049.
2. The total additional amount anticipated to be contributed by the limited partners at this time totals \$-0-.

The execution of this certificate by the undersigned General Partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.

IN WITNESS WHEREOF, the undersigned, have executed this Affidavit this 25 day of OCT, 1999.

GENERAL PARTNERS:

N. Jean Trammell TTEE
N. Jean Trammell, Trustee for the Dale K.
and Jean R. Ehrhart Irrevocable Grandchildren's
Trust, UAD February 16, 1989

N. Jean Trammell
N. Jean Trammell

Carol A. Higman
Carol A. Higman

Thomas B. Trammell
Thomas B. Trammell

Michael T. Hartley
Michael T. Hartley*

Jean R. Ehrhart
Jean R. Ehrhart, Trustee for the Jean R.
Ehrhart Trust UAD September 14, 1989

Gladys G. Hartley
Gladys G. Hartley*
*As joint tenants with right of survivorship

FOR GLADYS G. HARTLEY

PERSONALLY KNOWN TO ME

Christine L. Smith 10/26/99

Venice.certificate.wpd

OFFICIAL NOTARY SEAL
CHRISTINE L. SMITH
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC540601
MY COMMISSION EXP. MAR. 17, 2000

Name and Address of Partners

N. Jean Trammell, Trustee for
the Dale K. and Jean R. Ehrhart
Irrevocable Grandchildren's Trust
u/a/d February 16, 1989
418 Gulf Drive
Venice, Florida 34285

N. Jean Trammell
418 Gulf Drive
Venice, Florida 34285

Carol A. Higman
622 South West 23rd Place
Gainesville, FL 32601

Thomas B. Trammell
418 Gulf Drive
Venice, Florida 34285

Jean R. Ehrhart, Trustee for
the Jean R. Ehrhart Trust
u/a/d September 14, 1989
1348 Capri Isles Boulevard
Venice, Florida 34292

Michael T. & Gladys G. Hartley as
joint tenants with right of survivorship
520 Valencia Road
Venice, Florida 34285