



THE UNITED STATES
CORPORATION
COMPANY

A98000000365

ACCOUNT NO. : 072100000032

REFERENCE : 697138 9964A

AUTHORIZATION :

Patricia Pizub

COST LIMIT : \$ 157.50

FILED STATE
SECRETARY OF CORPORATIONS
98 FEB -6 PM 4:31
DIVISION OF CORPORATIONS

ORDER DATE : February 6, 1998

ORDER TIME : 1:15 PM

ORDER NO. : 697138-020

500002424025--6

CUSTOMER NO: 9964A

CUSTOMER: Bruce H. Gordon, Esq
SHUMAKER LOOP & KENDRICK

Barnet Plaza, Suite 2800
101 East Kennedy Boulevard
Tampa, FL 33602

DOMESTIC FILING

NAME: R & D DEFERRARI FAMILY
LIMITED PARTNERSHIP

~~FILE SECOND~~

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

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

B/C 2/6/98

RECEIVED
98 FEB -6 PM 2:03
DIVISION OF CORPORATION

**CERTIFICATE OF LIMITED PARTNERSHIP OF
R & D DEFERRARI FAMILY LIMITED PARTNERSHIP,
a Florida limited partnership**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -6 PM 4:37

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986) and in line with the requirement of F.S. 620.108, hereby states:

1. The name of the Partnership is: **R & D DEFERRARI FAMILY LIMITED PARTNERSHIP.**

2. The address of the office of the Partnership is: **121 Harbor Drive, Palm Harbor, Florida 34683.**

3. The name and address of the agent for service of process on the Partnership is: **Bruce H. Gordon, c/o Shumaker, Loop & Kendrick, LLP, 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602.**

4. The name and business address of the General Partner is:

R & D DEFERRARI MANAGEMENT, INC.

121 Harbor Drive

Palm Harbor, Florida 34683

P980000123045

5. The mailing address of the Partnership is: **121 Harbor Drive, Palm Harbor, Florida 34683.**

6. The latest date upon which the Partnership shall dissolve is: **December 31, 2048.**

7. It is the intent of the General Partner of this limited partnership that the Partnership be formed effective immediately.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

FILED STATE
SECRETARY OF CORPORATIONS
98 FEB -6 PM 4:37

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of the R & D DEFERRARI FAMILY LIMITED PARTNERSHIP on this 5TH day of February, 1998.

"GENERAL PARTNER"

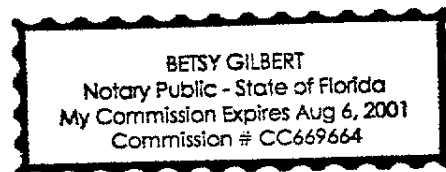
R & D DEFERRARI MANAGEMENT, INC.

By: Ronald H. Deferrari
RONALD H. DEFERRARI, President

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 5th day of February, 1998, by RONALD H. DEFERRARI, the President of R & D DEFERRARI MANAGEMENT, INC., who is (X) personally known to me or () has produced _____ as identification.

Betsy Gilbert
Notary Public
Print: BETSY GILBERT
My Commission Expires: AUG 6 2001



**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT
FOR THE R & D DEFERRARI FAMILY LIMITED PARTNERSHIP**

FILED STATE
SECRETARY OF CORPORATIONS
98 FEB -6 PM 4:37

Having been named as statutory registered agent for the R & D DEFERRARI FAMILY LIMITED PARTNERSHIP, a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent in line with F.S. 620.105(2).

"REGISTERED AGENT"

BH Gordon

BRUCE H. GORDON
Shumaker, Loop & Kendrick. LLP
101 E. Kennedy Blvd., #2800
Tampa, Florida 33602
(813) 229-7600

STATE OF FLORIDA
COUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this 5th day of February, 1998, by BRUCE H. GORDON, as Registered Agent, who is (X) personally known to me or () has produced _____ as identification.



Carla Teresa Blewitt
Notary Public
Print: Carla T. Blewitt
My Commission Expires: April 29, 2001

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
TO THE R & D DEFERRARI FAMILY LIMITED PARTNERSHIP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -6 PM 4:37

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared RONALD H. DEFERRARI, President of R & D DEFERRARI MANAGEMENT, INC., as General Partner of the R & D DEFERRARI FAMILY LIMITED PARTNERSHIP (the "Partnership"), who, upon being duly sworn, certify as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, cash and property having a value of \$10,000.00.
2. It is not anticipated that additional capital contributions will be made by the Limited Partners.

Under penalties of perjury, the undersigned General Partner declares that she has read the foregoing and that the facts alleged are true, to the best of her knowledge and belief.

"GENERAL PARTNER"
R & D DEFERRARI MANAGEMENT, INC.

By: *Ronald H. Deferrari*
RONALD H. DEFERRARI, President

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 5TH day of FEB, 1998, by RONALD H. DEFERRARI, President of R & D DEFERRARI MANAGEMENT, INC., who is (X) personally known to me or () has produced _____ as identification.

Betsy Gilbert
Notary Public
Print: BETSY GILBERT
My Commission Expires: AUG 6, 2001

