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MICHAEL D. TANNENBAUM

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December 31, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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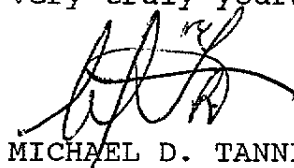
RE: Liedtke Associates, Ltd.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Certificate of Limited Partnership for the above-referenced limited partnership. Also enclosed is a check in the amount of \$1,837.50 to cover the initial fee and the cost of one certified copy of the Certificate. Please return the certified copy to me at the above address.

If you have any questions concerning this matter, please feel free to contact me.

Very truly yours,



MICHAEL D. TANNENBAUM

MDT:sl
Encl.

FILED
00 JAN 3 AM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1/6

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
Liedtke Associates, Ltd.
a Florida Limited Partnership**

The undersigned general partners desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

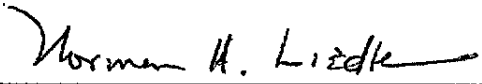
1. The name of the Partnership is Liedtke Associates, Ltd.
2. The address of the office of the Partnership 530 Twin Lakes Drive, Titusville, Florida 32780.
3. The name and address of the agent for services of process on the Partnership is Norman H. Liedtke, 530 Twin Lakes Drive, Titusville, Florida 32780.
4. The names and business addresses of the general partners are as follows:

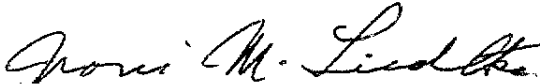
Norman H. Liedtke 530 Twin Lakes Drive Titusville, FL 32780	Noni M. Liedtke 530 Twin Lakes Drive Titusville, FL 32780
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5. The mailing address of the Partnership is 530 Twin Lakes Drive, Titusville, Florida 32780.
6. The latest date upon which the Partnership shall dissolve is December 31, 2030.

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.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by all of the general partners of Liedtke Associates, Ltd., this 1st day of January, 19 2000.

GENERAL PARTNERS


Norman H. Liedtke

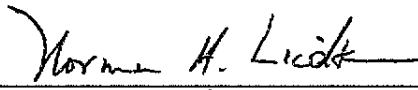

Noni M. Liedtke

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00 JAN -8 AM 12:23
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Liedtke Associates, Ltd., a Florida Limited Partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT



Norman H. Liedtke

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00 JAN -3 AM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned personally appeared Norman H. Liedtke, one of the general partners of Liedtke Associates, Ltd., a Florida Limited Partnership, hereinafter referred to as the "Partnership," who upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the Limited Partners is as follows:

THREE HUNDRED SIXTY THOUSAND DOLLARS (\$360,000.00)

2. The amount of additional capital contribution anticipated to be contributed by the Limited Partners is as follows:

NONE

FURTHER AFFIANT SAYETH NOT.

Under 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.

DATED: January 1, 2000

Norman H. Liedtke

Norman H. Liedtke,
General Partner

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00 JAN -3 AM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Norman H. Liedtke, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 8th, day of DECEMBER, 19 99.

Dianne Wemmers
NOTARY PUBLIC

My Commission Expires



Dianne Wemmers
MY COMMISSION # CC591548 EXPIRES
January 31, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
00 JAN 3 AM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA

COUNTY OF

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned personally appeared Noni M. Liedtke, one of the general partners of Liedtke Associates, Ltd., a Florida Limited Partnership, hereinafter referred to as the "Partnership," who upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the Limited Partners is as follows:

THREE HUNDRED SIXTY THOUSAND DOLLARS (\$360,000.00)

2. The amount of additional capital contribution anticipated to be contributed by the Limited Partners is as follows:

NONE

FURTHER AFFIANT SAYETH NOT.

Under 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.

DATED: January 1, 2000

FILED
JAN 3 AM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Noni M. Liedtke
Noni M. Liedtke,
General Partner

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Noni M. Liedtke, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and she acknowledged to me and before me that she executed this Affidavit as General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 8th, day of DECEMBER, 1999.

Dianne Wembers
NOTARY PUBLIC

My Commission Expires



Dianne Wembers
MY COMMISSION # CC591548 EXPIRES
January 31, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
00 JAN 3 AM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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