

A 00000000293

MOSLEY, WALLIS & WHITEHEAD, P.A.

1221 EAST NEW HAVEN AVENUE  
POST OFFICE BOX 1210  
MELBOURNE, FLORIDA 32902-1210

CURTIS R. MOSLEY  
MICHAEL M. M. WALLIS  
ALLAN P. WHITEHEAD

AREA CODE 407  
TELEPHONE 984-3842  
TELECOPIER 768-1671

February 9, 2000

Secretary of State  
P.O. Box 6327  
Tallahassee, FL 32314

600003134936--2  
-02/14/00--01112--010  
\*\*\*302.50 \*\*\*302.50

Attn: Recording Department

RE: Mirando Family Partnership, Ltd.


Dear Sir:

Enclosed please find the following documents:

1. Original Mirando Family Partnership, Ltd. Limited Partnership Agreement.
2. Check in the amount of \$302.50 representing the filing fee, cost of a certified copy of the Limited Partnership Agreement and Designation the Resident Agent.

If you have any questions, please call me. Thank you for your assistance and cooperation in this matter.

Very truly yours,



CURTIS R. MOSLEY

CRM/lac

FILED  
00 FEB 14 AM 9:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

mtu  
2/17

CERTIFICATE OF LIMITED PARTNERSHIP OF  
MIRANDO FAMILY PARTNERSHIP, LTD.  
a Florida limited partnership

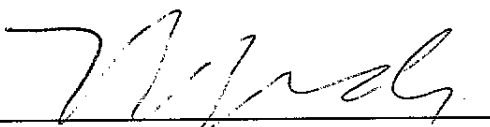
The undersigned General Partners, desiring to form a limited partnership under the Florida Revised Uniform Limited Partnership Act (1986), hereby states:

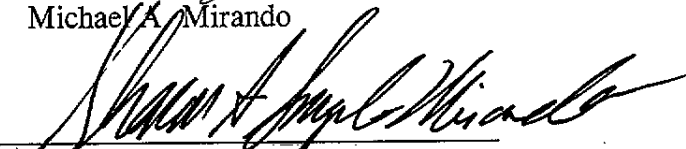
1. The name of the Partnership is MIRANDO FAMILY PARTNERSHIP, LTD.
2. The address of the office of the Partnership is 122 North Market Street, Jefferson, Ohio 44047.
3. The name and address of the agent for service of process on the Partnership is CURTIS R. MOSLEY, who address is 1221 East New Haven Avenue, Melbourne, Florida 32901.
4. The name and business address of the general partners, MICHAEL A. MIRANDO and SHARON A. SMIGEL-MIRANDO, is 122 North Market Street, Jefferson, Ohio 44047.
5. The mailing address of the Partnership is 122 North Market Street, Jefferson, Ohio 44047.
6. The latest date on 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.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the General Partners of MIRANDO FAMILY PARTNERSHIP, LTD. on FEB. 3, 2000.

GENERAL PARTNERS:

By:   
Michael A. Mirando

By:   
Sharon A. Smigel-Mirando

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF OHIO

COUNTY OF ASHTABULA

Before me, the undersigned authority, personally appeared MICHAEL A. MIRANDO and SHARON A. SMIGEL-MIRANDO, the general partners of MIRANDO FAMILY PARTNERSHIP, LTD. (the "Partnership"), who were sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, ....Thirty Thousand Dollars (\$30,000).... and No/100 (\$30,000.....) Dollars.

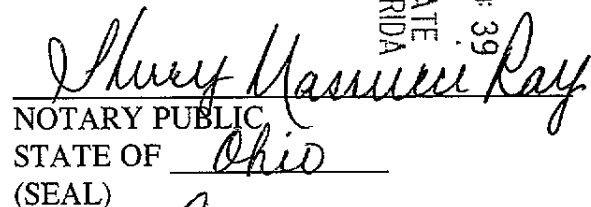
2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

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.

  
MICHAEL A. MIRANDO

  
SHARON A. SMIGEL-MIRANDO

Sworn to and subscribed before me on Feb. 03, 2000 by MICHAEL A. MIRANDO and SHARON A. SMIGEL-MIRANDO, who are personally known to me or produced as identification.

  
NOTARY PUBLIC  
STATE OF Ohio  
(SEAL)

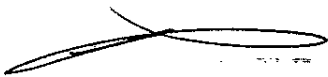
Comm. exp. 01-20-03

FILED  
00 FEB 10 AM 9:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for .MIRANDO FAMILY PARTNERSHIP, LTD., 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.

REGISTERED AGENT:



---

CURTIS R. MOSLEY, ESQ.  
1221 EAST NEW HAVEN AVENUE  
MELBOURNE, FL 32901

FILED  
00 FEB 14 AM 9:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA