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236 East 6th Avenue • Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 • Fax (850) 222-1666

WALK IN

PICK UP 2/21/00 1:00

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TALLAHASSEE, FLORIDA

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Ltd.

1.) TSCPR E.D.P. Partnership #5, Ltd., S.F.
(CORPORATE NAME & DOCUMENT #)

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****140.00 ****140.00

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) B/C 2/21/00
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

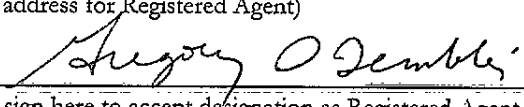
SPECIAL INSTRUCTIONS

B

B/C 2/21/00

**CERTIFICATE OF LIMITED PARTNERSHIP
OF**

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COUNTY OF HILLSBOROUGH
CLERK OF COURTS

1. TSCPR E.D.P. PARTNERSHIP #5, LTD., S.E.
(Name of Limited Partnership; must contain a suffix such as "Limited," "Ltd.,"
or "Limited Partnership")
2. 5858 Central Avenue, St. Petersburg, Florida 33707
(Business address of Limited Partnership)
3. TSCPR Florida, Inc., Gregory S. Sembler, President
(Name of Registered Agent for Service of Process)
4. 5858 Central Avenue, St. Petersburg, Florida 33707
(Florida street address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 5858 Central Avenue, St. Petersburg, Florida 33707
(Mailing address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is February 15, 2050.

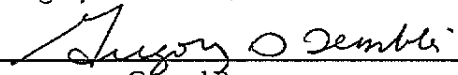
8. Name of general partner(s):	Specific address:
<u>TSCPR Florida, Inc.,</u>	<u>5858 Central Avenue</u>
<u>a Florida Corporation</u>	<u>St. Petersburg, Florida 33707</u>
<u>P97000081031</u>	

Signed this 17th day of February, 2000.

Signature of all general partners:

TSCPR Florida, Inc.
a Florida Corporation

by: Gregory S. Sembler, President

<u></u>
General Partner
General Partner
General Partner

	General Partner
	General Partner
	General Partner

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting all of the general partners of TSCPR E.D.P. Partnership #5, Ltd., S.E., a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 99.00

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 99.00

FURTHER AFFIANT SAYETH NOT.

Under the penalties 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.

TSCPR FLORIDA, INC., a Florida Corporation

by: Gregory S. Sembler, President

Gregory S. Sembler
General Partner

General Partner

General Partner

General Partner

General Partner

General Partner

Signed this 17th day of February, 2000.