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*Let's Office of  
Robert A. Kanziger*

TELEPHONE  
(305) 670-2800  
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(305) 670-4919

TWO DATRAN CENTER  
9130 SOUTH DADELAND BOULEVARD  
SUITE 1705  
MIAMI, FLORIDA 33156

March 21, 2000

Via Overnight Federal Express

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

9000003180479--3  
-03/22/00--01093--008  
\*\*\*1837.50 \*\*\*1837.50

Re: Sheridan Partners, Ltd.  
Gentlemen:

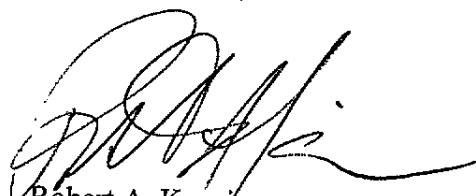
*A-522*

Enclosed please find the Certificate of Limited Partnership and Affidavit of Capital Contributions along with copies and a check in the amount of \$1,837.50 to cover the following:

Filing Fee	\$1,750.00
Registered Agent Designation Fee	\$ 35.00
Certified Copy Fee	\$ 52.50

Thank you for your prompt attention to this matter.

Very truly yours,

  
Robert A. Kanziger

RAK/il  
Enclosures

cc: Fred Burns

*WL 3/24*  
**FILED**  
00 MAR 22 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP OF  
SHERIDAN PARTNERS, LTD.  
a Florida limited partnership**

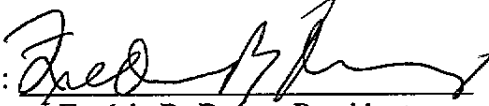
The undersigned General Partner, desiring to form a limited partnership under the Florida Revised Uniform Limited Partnership Act (1986), hereby states:

1. The name of the Partnership is SHERIDAN PARTNERS, LTD.
2. The address of the office of the Partnership is 6129 S.W. 70<sup>th</sup> Street, South Miami, Florida 33143.
3. The name and address of the agent for service of process on the Partnership is Robert A. Kanziger, Esquire, 9130 S. Dadeland Blvd., Suite 1705, Miami, FL 33156.
4. Signature of Registered Agent:  
(to accept designation as  
Registered Agent)   
Robert A. Kanziger, Registered  
Agent
5. The name and business address of the sole general partner is Fredric B. Burns, Corp., 6129 S.W. 70<sup>th</sup> Street, South Miami, Florida 33143.
6. The mailing address of the Partnership is P.O. Box 432810, Miami, Florida 33243-2810.
7. The latest date on which the Partnership shall dissolve is December 31, 2099.

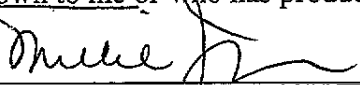
The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the sole General Partner of SHERIDAN PARTNERS, LTD. on 13<sup>th</sup> day of March, 2000.

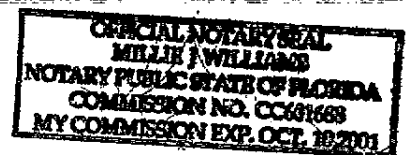
FREDRIC B. BURNS, CORP.,  
General Partner

By:   
Fredric B. Burns, President

Sworn to and subscribed before me on this 13<sup>th</sup> day of March, 2000, by FREDRIC B. BURNS, who is personally known to me or who has produced a N/A as identification.

  
Notary Public -- State of Florida  
(name, typed or printed)

My Commission Expires.



## AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA  
COUNTY OF MIAMI DADE

Before me, the undersigned authority, personally appeared FREDRIC B. BURNS, President of FREDRIC B. BURNS, CORP., the sole general partner of SHERIDAN PARTNERS, LTD. (the "Partnership"), who was sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, One Million and No/100 (\$1,000,000.00) 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.

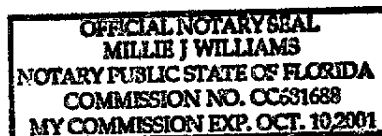
FREDRIC B. BURNS, CORP.

By: *Fredric B. Burns*  
FREDRIC B. BURNS, President

Sworn to and subscribed before me on this 13<sup>th</sup> day of March, 2000, by FREDRIC B. BURNS, who is personally known to me or who has produced a NA as identification.

*Millie J. Williams*  
Notary Public - State of Florida  
(name, typed or printed)

My Commission Expires.



FILED  
00 MAR 22 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA