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April 4, 2000

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

Re: Zarella Family Limited Partnership

Dear Sir or Madam:

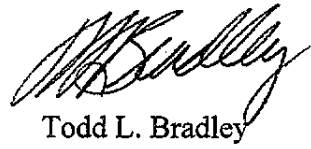
A-628

Enclosed please find our check in the amount of \$1,750.00, which I understand is the fee for a limited partnership to be capitalized with \$5,000,000 in partner contributions. The above limited partnership is newly formed and I also enclose the Affidavit of Capital Contribution for Florida Limited Partnership, Certificate of Limited Partnership and a copy of the State of Florida Certificate of Incorporation for the corporate general partner.

Also enclosed is our check in the amount of \$35.00, the fee required for the naming a registered agent.

Please return acknowledgement of this transaction to the undersigned at the above address. Thank you.

Very truly yours,


Todd L. Bradley

TLB/saf
Enclosures

Corp-aff-filing-ltr.doc
cc: Mr. and Mrs. Michael P. Zarella

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***1750.00 ***1750.00
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-04/07/00--01101--002
*****35.00 *****35.00

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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CERTIFICATE OF LIMITED PARTNERSHIP

1. Zarella Family Partnership, Ltd.

(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")

2. 400 Wyndemere Way, Apt. 101D, Naples, FL 34105

(Business address of Limited Partnership)

3. Todd L. Bradley, Esq.

(Name of Registered Agent for Service of Process)

4. 5551 Ridgewood Drive, Suite 501, Naples, FL 34108

(Florida street address for Registered Agent)

5. 

(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)

6. 400 Wyndemere Way, Apt. 101D, Naples, FL 34105

(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: 2/24/2045

8. Name(s) of general partner(s):

Street address:

ZARELLA EQUITIES, INC.

400 Wyndemere Way, #101
Naples, FL 34105

P- 22563

Under 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.

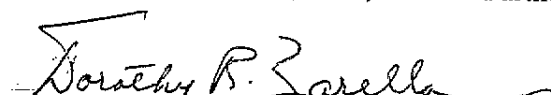
Signed this 21st day of March, 2000.

Signature of all general partners:

ZARELLA EQUITIES, INC., General Partner

ZARELLA EQUITIES, INC., General Partner


Michael P. Zarella, as President


Dorothy R. Zarella, as Secretary

SECRETARY OF STATE
TALLAHASSEE FLORIDA

00 APR -7 PM 3:02

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of

ZARELLA FAMILY PARTNERSHIP, LTD.

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$0.00

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 5,000,000.00.

Signed this 24 day of Feb., 2000.

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.

ZARELLA EQUITIES, INC., General Partner


MICHAEL ZARELLA, President

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SECRETARY OF STATE
TALLAHASSEE FLORIDA