



THE UNITED STATES
CORPORATION
COMPANY

A00000000709

ACCOUNT NO. : 072100000032

REFERENCE : 679486 4326591

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 28, 2000

ORDER TIME : 12:0 PM

ORDER NO. : 679486-010

CUSTOMER NO: 4326591

CUSTOMER: Sandy Bordwell, Legal Asst
FOWLER WHITE GILLEN BOGGS
FOWLER WHITE GILLEN BOGGS
Suite 1700
501 East Kennedy Boulevard
Tampa, FL 33602

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-04/28/00--01083--014
***1837.50 ***1837.50

DOMESTIC FILING

NAME: JOSEPH PANIELLO NO. ALL, LTD.

EFFECTIVE DATE:

7

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

5/12
4/28

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 28 PM 5:26

RECEIVED
00 APR 28 PM 1:03
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP
JOSEPH PANIELLO NO. ALL, LTD.

In accordance with Florida Statute Section 620.108, this Certificate of Limited Partnership shall be filed with the Department of State of Florida, setting forth the following:

1. **Name**. The name of this limited Partnership shall be "Joseph Paniello No. All, Ltd."
2. **Registered Agent and Address**. The office and the name of the agent for service of process required to be maintained is as follows:

Joseph M. Paniello
c/o Paul J. Ferlita, C.P.A.
2014A East Seventh Avenue
Tampa, Florida 33605

3. **General Partners**. The name and business address of each general partner is:

Joseph M. Paniello
c/o Paul J. Ferlita, C.P.A.
2014A East Seventh Avenue
Tampa, Florida 33605

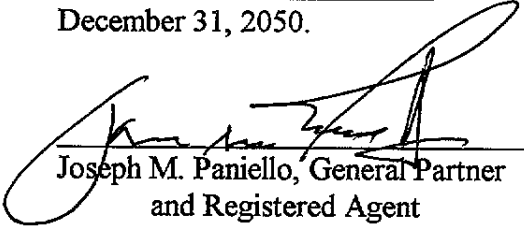
Perle Paniello Hicks
1610 Culbreath Isles Drive
Tampa, Florida 33605

Anne Paniello Dykeman
52 Huntleigh Woods
St. Louis, Missouri 63131

4. **Mailing Address**. The principal office and mailing address of the limited partnership is:

c/o Paul J. Ferlita, C.P.A.
2014A East Seventh Avenue
Tampa, Florida 33605

5. **Termination Date**. The latest date upon which the limited partnership is to dissolve is December 31, 2050.


Joseph M. Paniello, General Partner
and Registered Agent


Perle Paniello Hicks, General Partner

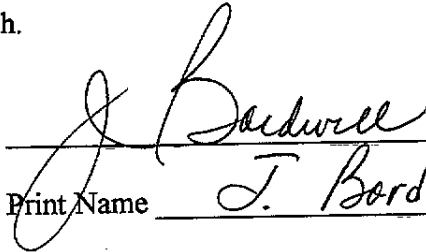

Anne Paniello Dykeman, General Partner

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STATE
DIVISION OF CORPORATIONS
APR 28 PM 3:26

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

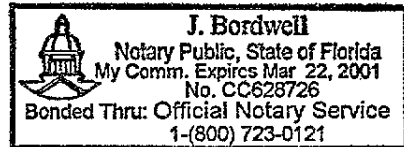
The foregoing instrument was acknowledged before me this 13th of April, 2000, by JOSEPH

M. PANIELLO, who is personally known to me or who has produced N/A
as identification, and who did not take an oath.


Print Name J. Bordwell

"NOTARY PUBLIC"

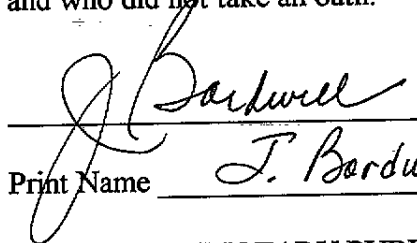
My Commission Expires:



STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

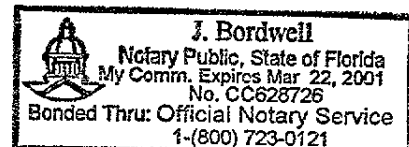
The foregoing instrument was acknowledged before me this 13th of April, 2000, by PERLE

PANIELLO HICKS, who is personally known to me or who has produced
N/A as identification, and who did not take an oath.


Print Name J. Bordwell

"NOTARY PUBLIC"

My Commission Expires:




FILED
STATE
NOTARY
COMMISSIONS
DIVISION OF
00 APR 28 PM 5:26

STATE OF Louisiana
COUNTY OF Orleans

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 28 PM 5:26

The foregoing instrument was acknowledged before me this 17th of April, 2000, by ANNE
PANIELLO DYKEMAN, who is personally known to me or who has produced
N/A as identification, and who did not take an oath.


Print Name LAWRENCE J. MOLONY

"NOTARY PUBLIC"

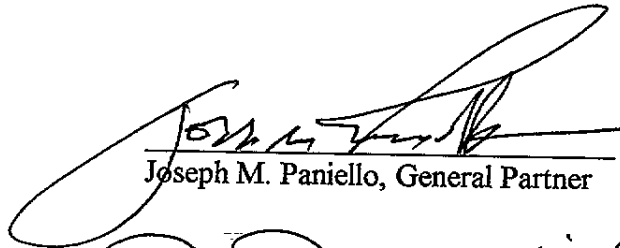
My Commission Expires: at death

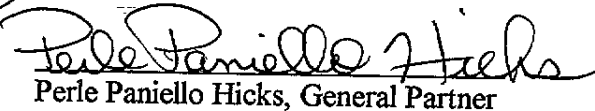
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

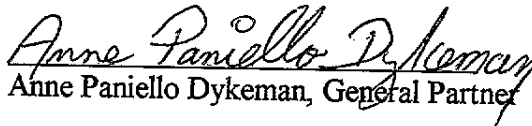
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 28 PM 5:26

BEFORE ME, THE UNDERSIGNED AUTHORITY, personally appeared JOSEPH M. PANIELLO, PERLE PANIELLO HICKS, and ANNE PANIELLO DYKEMAN, known to me to be the general partners of JOSEPH PANIELLO NO. ALL, LTD., a Florida limited partnership, who, before me first duly sworn, declare as follows:

1. The amount of capital initially contributed to the Partnership by the limited partners is \$1,980.00.
2. The limited partners presently anticipate contributing additional funds to the Partnership; and the total amount contributed and anticipated to be contributed is \$20,000,000.00.


Joseph M. Paniello, General Partner



Perle Paniello Hicks, General Partner


Anne Paniello Dykeman, General Partner

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 28 PM 5:26

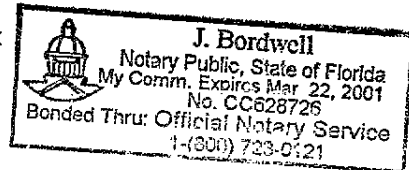
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 13th of April, 2000, by JOSEPH
M. PANIELLO, who is personally known to me or who has produced N/A
as identification.


Print Name J. Bordwell

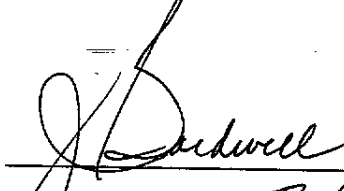
"NOTARY PUBLIC"

My Commission Expires:



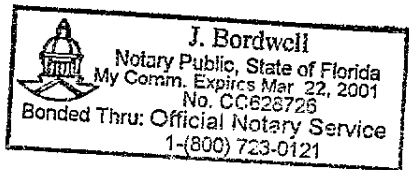
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 13th of April, 2000, by PERLE
PANIELLO HICKS, who is personally known to me or who has produced
N/A as identification.


Print Name J. Bordwell

"NOTARY PUBLIC"

My Commission Expires:

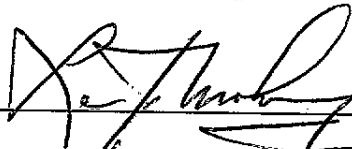


FILED
STATE
DIVISION OF CORPORATIONS
00 APR 28 PM 5:26

STATE OF
COUNTY OF

Louisiana
Orleans

The foregoing instrument was acknowledged before me this 17th of April, 2000, by ANNE
PANIELLO DYKEMAN, who is personally known to me or who has produced
N/A as identification.


Print Name LAWRENCE J. MORONG

"NOTARY PUBLIC"

My Commission Expires:

at death