ACCOUNT NO. : 072100000032

REFERENCE: 824587 4342718

AUTHORIZATION:

COST LIMIT : \$ PREPAID

ORDER DATE: September 8, 2000

ORDER TIME : 11:0 AM

ORDER NO. : 824587-005

CUSTOMER NO: 4342718

CUSTOMER: Mr. Evan R. Batoff

Glenn Rasmussen & Fogarty

Suite 1300

100 South Ashley Drive

DOMESTIC FILING

NAME: 951 GLENWOOD CAPITAL, LTD.

EFFECTIVE DATE:

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

OO SEP -8 PH IZ:

SEP -8 PM 1: 02

my

ATTORNEYS AT LAW

GLENN RASMUSSEN FOGARTY & HOOKER

100 South Ashley Drive, Suite 1300P.O. Box 3333 Tampa, Florida 33601-3333(813) 229-3333 Fax (813) 229-5946

September 7, 2000

Corporate Records Bureau Division of Corporations Florida Department of State 409 E. Gaines Street Tallahassee, FL 32399

Re: 951 Glenwood Capital, Ltd. -- Certificate of Limited Partnership

Gentlemen:

Enclosed are the following items pertaining to 951 Glenwood Capital, Ltd.:

- 1. The original and one copy of Certificate of Limited Partnership; and
- 2. A check payable to you for the following charges:

Filing fee \$1,750.00
Registered Agent's
Designation 35.00
Certified Copy 52.50

TOTAL .

\$1,837.50

Please approve and file the original Certificate of Limited Partnership and return a certified copy to us.

Very truly yours,

GLENN RASMUSSEN FOGARTY & HOOKER, P.A.

Evan R. Batoff

Eva R Bata/

ERB/ad Enclosures

1859-030-03^C Ltr Fla. Dept. of State re Cert. of Ltd. Ptshp

DITTO SEP -8 PM 1: 02

CERTIFICATE OF LIMITED PARTNERSHIP FOR 951 GLENWOOD CAPITAL, LTD.

- 1. The name of the limited partnership is: 951 Glenwood Capital, Ltd.
- 2. The mailing address of the limited partnership is as follows:

4350 W. Cypress Street, Suite 250 Tampa, Florida 33607

3. The address of the registered office of the limited partnership is as follows:

> 4350 W. Cypress Street, Suite 250 Tampa, Florida 33607

4. The name and business address of the sole general partner are as follows:

> Euro 951 Glenwood, Inc. 4350 W. Cypress Street, Suite 250 800000 U714UU Tampa, Florida 33607

5. The name and address of the registered agent for service of process are as follows:

> Ameurco Management, Inc. 4350 W. Cypress Street, Suite 250 Tampa, Florida 33607

6. The latest date when the limited partnership is to be dissolved is December 31, 2039.

DATE: September /

EURO 951 GLENWOOD, ENG a Florida corporation, as General Partner

Bruce D. Burdge, Executive Vice President

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the limited partnership named above at the place designated in the foregoing Certificate of Limited Partnership the undersigned accepts the appointment as registered agent and agrees to act in that capacity. The undersigned agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties as registered agent. The undersigned is familiar with, and accepts, the obligations of registered agent as provided in Chapter 620, Florida Statutes

DATE: September <u>6</u>, 2000

AMEURCO MANAGEMENT, INC

Bruce D. Burdge, Executive Vice Presiden

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned sole general partner of 951 Glenwood Capital, Ltd., a Florida limited partnership, declares the following:

- 1. The amount of the capital contributions of the limited partners to date is \$0.00.
- 2. The total amount that is anticipated to be contributed to the capital of the limited partnership by the limited partners is U.S. \$3,500,000.

DATE: September 1, 2000.

EURO 951 GLENWOOD, INC.,

a Florida corporation, as General Partne

Bruce D'Burdge Executive Vice President

STATE OF FLORIDA

) ss:

COUNTY OF HILLSBOROUGH

Sworn to and subscribed before me this 6th day of September, 2000, by Bruce D. Burdge, as Executive Vice President of Euro 951 Glenwood, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or in has produced a Florida driver's license as identification.

Robert C. Kasmussen
Notary Public, State of Florida

Notarial Stamp: