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DAVIS, KILMARX, SWAN & BOWLING, LLP
THE OWEN BUILDING
101 DYER STREET
PROVIDENCE, RHODE ISLAND 02903

October 3, 2000

Florida Department of State
Attention: Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

500003415085--9
-10/05/00--01074--013
*****96.25 *****96.25

Re: The FS Family Limited Partnership

Dear Sir or Madam:

Enclosed please find an original Certificate of Limited Partnership and Affidavit of Capital Contributions for the above-referenced limited partnership, along with a check in the amount of \$96.25 to cover the filing fee for same. Kindly file the Limited Partnership and advise me when this has been accomplished. I have enclosed a return envelope so that a copy may be returned to our office.

Please contact me at the below-listed telephone number if you have any questions or require any further information regarding this matter.

Sincerely,


Andrew W. Davis

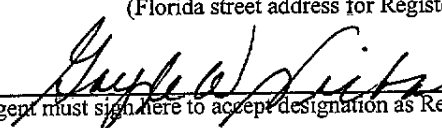
AWD:mjc

Enclosures

A00-1543
OK

FILED
00 OCT -5 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

1. The FS Family Limited Partnership
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 1132 Palma Sola Boulevard, Bradenton, FL 34209
(Business address of Limited Partnership)
3. Gayle W. Niebaum
(Name of Registered Agent for Service of Process)
4. 1132 Palma Sola Boulevard, Bradenton, FL 34209
(Florida street address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 1132 Palma Sola Boulevard, Bradenton, FL 34209
(Mailing Address of the Limited Partnership)

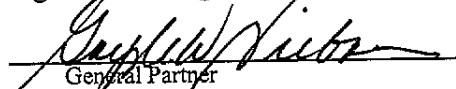
7. The latest date upon which the Limited Partnership is to be dissolved is: _____
8. Name(s) of general partner(s): _____ Street address: _____

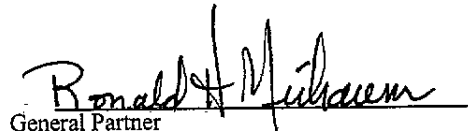
<u>Gayle W. Niebaum</u>	<u>1132 Palma Sola Boulevard, Bradenton, FL 34209</u>
<u>Ronald H. Niebaum</u>	<u>1132 Palma Sola Boulevard, Bradenton, FL 34209</u>
_____	_____
_____	_____

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 25th day of September, 2000.

Signature of all general partners:


General Partner


General Partner

General Partner

General Partner

General Partner

General Partner

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00 OCT -5 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The undersigned constituting all of the general partners of _____
The FS Family Limited Partnership _____,
a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 10.00 .

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 10.00 .

Signed this 25th day of September , 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.


General Partner

General Partner

General Partner


General Partner

General Partner

General Partner

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 OCT -5 PM 5:00

FILED