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00 OCT 31 AM 10:54

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

FLORIDA LIMITED PARTNERSHIP

VRABLE AND ASSOCIATES, LTD.

2R10/31

Certificate of Status	0
Certified Copy	0
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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
VRABLE AND ASSOCIATES, LTD.,
A FLORIDA LIMITED PARTNERSHIP**

THIS CERTIFICATE is executed on October 26, 2000, with respect to the agreement of the VRABLE AND ASSOCIATES, LTD., a Florida Limited Partnership ("the Partnership").

1. Name. The Partnership's name is VRABLE AND ASSOCIATES, LTD., a Florida Limited Partnership.

2. Partnership's Business. The Partnership's business is to acquire (by contribution and purchase), and manage, hold, sell and otherwise deal with stocks, bonds, partnership interests and other investment property and engage in any other investment activities as determined by the General Partners. The Partnership may also do all things not otherwise illegal under the laws of the State of Florida.

3. Registered Agent. The name and street address of the Partnership's registered agent is:

John A. Moran, Esquire
Suite 700
1819 Main Street
Sarasota, FL 34236

STEPHEN R. VRABLE, as Trustee of the STEPHEN R. VRABLE TRUST u/a dtd September 5, 1984, as Amended and Restated on November 30, 1989, and LOIS A. VRABLE, as Trustee of the LOIS A. VRABLE TRUST u/a dtd September 5, 1984, as Amended and Restated on November 30, 1989 are the General Partners. They reside and have their business address within the State of Florida:

4. Specified Office. The mailing address and the principal place of business of the office at which its records are kept is:

9456 Cedar Ridge Lane
Sarasota, Florida 34238

5. General Partners. The name and post office address of the General Partners are:

- (a) STEPHEN R. VRABLE, as Trustee of the STEPHEN R. VRABLE TRUST u/a dtd September 5, 1984, as Amended and Restated on November 30, 1989

9456 Cedar Ridge Lane
Sarasota, Florida 34238

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Vrable & Associates, Ltd.
Certificate of Limited Partnership
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- (b) LOIS A. VRABLE, as Trustee of the
LOIS A. VRABLE TRUST u/a dtd September 5, 1984,
as Amended and Restated on November 30, 1989


9456 Cedar Ridge Lane
Sarasota, Florida 34238

6. Dissolution. The latest date on which the Limited Partnership is to be dissolved and its affairs wound up is December 31, 2045.


7. Effective Date. The effective date of this Certificate of Limited Partnership shall be the effective date of the filing of the Certificate of Limited Partnership with the Florida Department of State.

The execution of this Certificate by the undersigned General Partners 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 this 26th day of October, 2000.


STEPHEN R. VRABLE, as Trustee of the
STEPHEN R. VRABLE TRUST u/a dtd
September 5, 1984, as Amended and
Restated on November 30, 1989
9456 Cedar Ridge Lane
Sarasota, Florida 34238

General Partner


LOIS A. VRABLE, as Trustee of the
LOIS A. VRABLE TRUST u/a dtd September
5, 1984, as Amended and Restated on
November 30, 1989
9456 Cedar Ridge Lane
Sarasota, Florida 34238

General Partner

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Vrable & Associates, Ltd.
Certificate of Limited Partnership
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**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

Having been named as statutory Registered Agent for VRABLE AND ASSOCIATES, LTD., a Florida Limited Partnership (the "Partnership", in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of Registered Agent.

Registered Agent:

Date

10/26/00

JOHN A. MORAN

22 South Links Avenue, Suite 300
Sarasota, FL 34236

THIS INSTRUMENT PREPARED BY:
JOHN A. MORAN, ESQUIRE
Florida Bar No. 0718335
DUNLAP & MORAN, P.A.
22 South Links Avenue, Suite 300
Post Office Box 3948
Sarasota, FL 34230-3948
Telephone: 941/366-0115

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AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority personally appeared STEPHEN R. VRABLE, a General Partner of VRABLE & ASSOCIATES, LTD., a Florida Limited Partnership (the "Partnership"), who upon being duly sworn, certified as follows:

1. The amount of capital contribution to the Partnership made by the Limited Partners is in aggregate One Million Nine Hundred Ninety Nine Thousand Six Hundred and NO/100 (\$1,999,600.00) Dollars.

2. At this time it is anticipated that no 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 are true, to the best of my knowledge and belief.

Stephen R. Vrable
STEPHEN R. VRABLE, Affiant

SWORN TO AND SUBSCRIBED before me this 27th day of October, 2000, by STEPHEN R. VRABLE.

Ruth McMahon
Notary Public, State of Florida

Print/Type/Stamp Commissioned Name of Notary Public

Personally Known OR Produced Identification
Type of Identification Produced _____

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