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August 16, 2001

Martha E. Gonzalez
Legal Assistant
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FILED
01 AUG 20 PM 5: 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Re: Venice Partners, Ltd.

Dear Sir/Madam:

300004543083--9
-08/20/01--01125--006
***1750.00 ***1750.00

Enclosed are the following items:

1. Supplemental Affidavit of Capital Contributions of the referenced limited partnership for filing with the Secretary of State of the State of Florida;
2. Acknowledgment Copy;
3. Our Firm's Real Estate Trust Account Check No. 4489 the amount of \$1,750.00; and
4. Self-addressed, stamped envelope for return of file-stamped Acknowledgment Copy.

Should you need anything further, please call me immediately at 305-577-4169.

Thank you.

Very truly yours,

Martha E. Gonzalez
Legal Assistant

Ad1-142
AK

Encls.

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SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF
VENICE PARTNERS, LTD.

The undersigned, as general partner of VENICE PARTNERS, LTD., a Florida Limited Partnership, executed this supplemental affidavit filed pursuant to §620.112, Florida Statutes.

The total amount of the capital contributions of the limited partners is \$ 3,407,207.00

As of this 13 day of June, 2001.

FURTHER AFFIANT SAYETH NOT.

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.

By: VENICE PARTNERS JOINT VENTURE,
as General Partner

By: VENICE TRUST, L.L.C., Managing Venturer


By: 
Randy Rieger, Vice President

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me on June 13 2001, by Randy Rieger, as Vice President of VENICE TRUST, L.L.C., a Florida limited liability company, as Managing Venturer of VENICE PARTNERS JOINT VENTURE, G.P., General Partner of VENICE PARTNERS, LTD., a Florida limited partnership, on behalf of said limited partnership. He is personally known by me.



Shamira Klein
My Commission CC987835
Expires December 13 2004



Notary Public,
State of Florida at Large
Name: _____
Title: _____

[NOTARIAL SEAL]

My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA