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FLORIDA LIMITED PARTNERSHIP

S. A. L. HOLDINGS, LTD.

Certificate of Status	0
Certified Copy	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 8, 2001

MACFARLANE FERGUSON & MCMULLEN
ATTN; DEBBIE O'HERN

SUBJECT: LEWIS PROPERTIES, LTD.
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
S. A. L. HOLDINGS, LTD.**

The undersigned hereby makes, acknowledges and files with the Secretary of State of the State of Florida this Certificate of Limited Partnership for purpose of forming a limited partnership for profit in accordance with the laws of the State of Florida.

1. Name of the Partnership. The name of the partnership shall be "S. A. L. HOLDINGS, LTD." (the "Partnership").

2. Office and Agent. JAMES W. GOODWIN, ESQ. shall be the agent for service of process and the address of the record keeping office shall be 400 N. Tampa Street, Suite 2300, Tampa, Florida 33602.

3. Name and Business Address of the General Partner. The name and business address of the General Partner is as follows:

Name
S. A. L. PROPERTIES, LLC, 401-1635
a Florida limited liability company

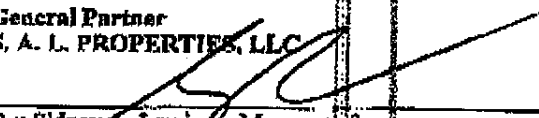
Address
c/o James W. Goodwin, Esq.
400 N. Tampa Street
Suite 2300
Tampa, FL 33602

4. Mailing Address. The mailing address for the Partnership shall be c/o James W. Goodwin, Esq. P.O. Box 1531, Tampa, Florida 33601.

5. Term. The latest date upon which the Partnership is to dissolve shall be January 16, 2051.

IN WITNESS WHEREOF, Sidney A. Lewis, as Manager of S. A. L. PROPERTIES, LLC, the sole General Partner, with full authority to execute all documents necessary for the formation of the Partnership, has sworn to and executes this Certificate on this 16th day of January, 2001.

General Partner
S. A. L. PROPERTIES, LLC

By: 
Sidney A. Lewis, as Manager of
S. A. L. PROPERTIES, LLC

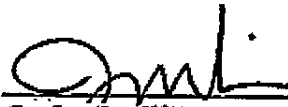
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ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned, JAMES W. GOODWIN, ESQ. having been designated as Registered Agent of S. A. L. HOLDINGS LTD, in its agreement of Limited Partnership, hereby accepts such designation and agrees to comply with the provisions of Chapter 620, Florida Statutes.



S. A. L. HOLDINGS, LTD.
James W. Goodwin, Esq., a Registered Agent
400 N. Tampa Street, Suite 2300
Tampa, Florida 33602

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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, Sidney A. Lewis, as Manager of S. A. L. PROPERTIES, LLC, sole General Partner, being sworn, deposes and says as follows:

1. The undersigned is the sole General Partner of S. A. L. HOLDINGS, LTD., a Florida limited partnership in the process of formation (the "Partnership").

2. The capital contribution of and the amount anticipated to be contributed by the limited partners of the Partnership is \$100.00.

IN WITNESS WHEREOF, the undersigned as the sole General Partner, has hereunto sworn to and executed this Affidavit on the 16th day of January, 2001.

General Partner

S. A. L. PROPERTIES, LLC

[Signature]
Sidney A. Lewis, as Manager of S. A. L. PROPERTIES, LLC

The foregoing Affidavit of Capital was sworn to and subscribed before me this 16th day of January, 2001, by Sidney A. Lewis.

Personally Known _____
or
Produced Identification ✓

Type of Identification Produced:
FLORIDA DRIVER'S LICENSE

Jennie Georgeon
Signature of Notary Public
State of Florida



Jennie Georgeon
MY COMMISSION # 0000007 EXPIRES
July 12, 2001
BOND # 1000.00 BY FARM INSURANCE, INC.

Print, Type or Stamp
Commissioned Name of Notary Public

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TALLAHASSEE, FLORIDA

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JAMES W. GOODWIN
400 N. Tampa Street, Suite 2300
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813-273-4200
FLORIDA BAR NO.: 375519