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ACCOUNT NO. : 072100000032

RESUBMIT

REFERENCE : 072057 7199111

Please give original submission date as file date.

AUTHORIZATION :

Patricia Poynt

COST LIMIT : \$ 140.00

ORDER DATE : March 9, 2001

ORDER TIME : 9:57 AM

ORDER NO. : 072057-020

CUSTOMER NO: 7199111

CUSTOMER: Seth E. Ellis, Esq
The Law Offices Of Seth E. Ellis, P.a.
Suite 290
2600 North Military Trail
Boca Raton, FL 33433

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DOMESTIC FILING

NAME: SHARELSON ENTERPRISES III,
L.P.

FILE 4TH

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris - EXT. 1137

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE FLORIDA

01 MAR -9 PM 2: 08

FILED

NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

2001 MAR -9 AM 11: 31

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE FLORIDA

01 MAR -9 PM 4: 58

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SHARELSON ENTERPRISES III, L.P.,
a Limited Partnership**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

To the Secretary of State
State of Florida

The undersigned, pursuant to Section 620.107, Florida Statutes, desiring to form a limited partnership under the law of the State of Florida hereby certify that:

1. The name of the limited partnership is. **SHARELSON ENTERPRISES III, L.P., a Limited Partnership.** The mailing address and the principal place of business address is 2600 North Military Trail, Suite 290, Boca Raton, Florida 33431.
2. The address of the registered office of is SETH E. ELLIS, P.A., 2600 North Military Trail, Suite 290, Boca Raton, Florida 33431, and the name and address of the initial agent for service of process required to be maintained by Section 620.105, Florida Statutes is Seth E. Ellis, Esq.
3. The name of and the business address of each general partner are set forth below:

<u>NAME</u>	<u>BUSINESS ADDRESS</u>
BARNETT FAMILY MANAGEMENT CORP. a Florida corporation	2600 North Military Trail, Suite 290, Boca Raton, Florida 33431


4. The limited partnership shall be a term of years partnership with its dissolution to take place on December 31, 2070, unless sooner terminated in accordance with the limited partnership agreement of the Act.
5. The effective date of this Certificate of Limited Partnership shall be upon filing with the Department of State.
6. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by (a) ARLENE BARNETT, as President of BARNETT ASSET MANAGEMENT CORP., a Florida corporation, as the General Partner of SHARELSON ENTERPRISES III, L.P. or (b) an authorized corporate officer, of BARNETT ASSET MANAGEMENT CORP., a Florida corporation, as General Partner of SHARELSON ENTERPRISES III, L.P.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

7. The undersigned constitute all the general partners of the limited partnership named herein.

Signed on March 8, 2001.

BARNETT ASSET MANAGEMENT CORP.
a Florida corporation

By: 
Seth E. Ellis, Vice-President

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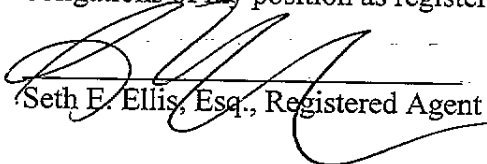
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
FOR
SHARELSON ENTERPRISES III, L.P.**

**PURSUANT TO THE PROVISIONS OF SECTION: 620.108, FLORIDA STATUTES, THE
UNDERSIGNED LIMITED PARTNERSHIP SUBMITS THE FOLLOWING STATEMENT
IN DESIGNATING THE REGISTERED OFFICE. REGISTERED AGENT, IN THE STATE
OF FLORIDA.**

1. The name of the Limited Partnership is: **SHARELSON ENTERPRISES III, L.P.**
2. The name and address of the registered agent and office is:

SETH E. ELLIS, ESQ.
SETH E. ELLIS, P.A.,
2600 North Military Trail, Suite 290
Boca Raton, Florida 33431

Having been named as registered agent and to accept service of process for the above stated Limited Partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Seth E. Ellis, Esq., Registered Agent

3/8/01
Date

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TALLAHASSEE FLORIDA

STATE OF FLORIDA)
) SS:
 COUNTY OF PALM BEACH)

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared SETH E. ELLIS, as Vice-President of BARNETT ASSET MANAGEMENT CORP., a Florida corporation, which is the General Partner of **SHARELSON ENTERPRISES III, L.P.**, a Florida limited partnership, hereinafter referred to as the "Partnership", 2600 North Military Trail, Suite 290, Boca Raton, Florida 33431,, who upon being fully sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by each Limited Partner is as follows:

ARLENE BARNETT, Trustee of the HELEN SHARELSON REVOCABLE TRUST TRUST dated July 15, 1986 7300 Radice Court Apartment 307 Lauderhill, FL 33319	\$990.00
Total	\$ 990.00

2. The amount of additional capital contributions anticipated to be contributed by each Limited Partner is as follows:

ARLENE BARNETT, Trustee of the HELEN SHARELSON REVOCABLE TRUST TRUST dated July 15, 1986 7300 Radice Court Apartment 307 Lauderhill, FL 33319	\$0
Total	\$0
Total	\$0

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 TALLAHASSEE FLORIDA

FURTHER AFFIANT SAITH NAUGHT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER:

BARNETT ASSET MANAGEMENT CORP.,
a Florida corporation

By: 
SETH E. ELLIS, Vice-President

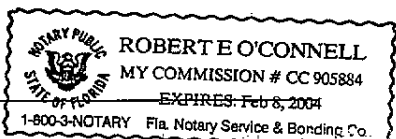
Dated: March 8, 2001

The foregoing instrument was acknowledged before me this 8th day of March, 2001, by SETH E. ELLIS, as Vice-President of BARNETT ASSET MANAGEMENT CORP., a Florida corporation, the General Partner of the Partnership, who is personally known to me or has produced F.I. C.C. as identification.


Notary Public, State of Florida, at Large

My Commission Expires:

Print/Type or Stamp Notary Name
Commission No. (if any)



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TALLAHASSEE FLORIDA