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JOHNSON EUBANK PANKRATZ & COMPANY PA

Certified Public Accountants

ROBERT L. JOHNSON, CPA
MARJORIE O'NEALL EUBANK, CPA, CFP
RICHARD M. PANKRATZ, CPA, CFP, CLU, ChFC, CEBS
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DOUGLAS MARTIN, CPA

March 29, 2001

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SPERBER ENTERPRISES, LTD.

Enclosed is an application for Certificate of Limited Partnership for Sperber Enterprises, Ltd., an Affidavit of Capital Contributions for Florida Limited Partnership and a check for \$1,146.25 to cover the registration fee of \$1,050.00; \$35.00 for the designation of a registered agent; \$52.50 for a certified copy and \$8.75 for a certificate.

Please send the Certificate of Limited Partnership to my attention.

Sincerely,

Robert L. Johnson, CPA

Enclosures

MJH

4/20

W01-7703

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FILED
01 APR 20 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 5, 2001

ROBERT L. JOHNSON, CPA
JOHNSON EUBANK PANKRATZ & COMPANY PA
220 S. RIDGEWOOD AVENUE, SUITE 200
DAYTONA BEACH, FL 32114

SUBJECT: SPERBER ENTERPRISES, LTD.
Ref. Number: W01000007703

We have received your document for SPERBER ENTERPRISES, LTD. and your check(s) totaling \$1146.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

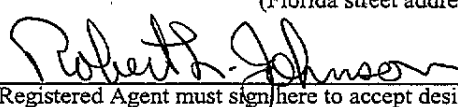
Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 901A00020270

CERTIFICATE OF LIMITED PARTNERSHIP

1. Sperber Enterprises, Ltd.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 220 S. Ridgewood Avenue, Suite 200, Daytona Beach, FL 32114
(Business address of Limited Partnership)
3. Robert L. Johnson
(Name of Registered Agent for Service of Process)
4. 220 S. Ridgewood Avenue, Suite 200, Daytona Beach, FL 32114
(Florida street address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 220 S. Ridgewood Avenue, Suite 200, Daytona Beach, FL 32114
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: 12-31-2065
8. Name(s) of general partner(s): _____ Street address: _____

<u>PS Management, LLC</u>	<u>220 S. Ridgewood Ave., Suite 200</u>
<u>101-4914</u>	<u>Daytona Beach, FL 32114</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 27th day of March, 2001.

Signature of all general partners:

PS Management, LLC

By: 

General Partner

General Partner

General Partner

General Partner

General Partner

General Partner

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 APR 20 PM 5:00

FILED

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

The undersigned constituting all of the general partners of Sperber Enterprises, Ltd.

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 100,000.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 150,000.

Signed this 27th day of March, 2001.

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.

PS Management, LLC

By: 

General Partner

General Partner

General Partner

General Partner

General Partner

General Partner