

A01000000809

Mr. Darrell Williams
Sitios Holdings Limited Partnership
140 Chippewa Avenue
Tampa, FL 33606

June 1, 2001

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

800004397768--7
-06/11/01--01116--010
***1785.00 ***1785.00

Re: Sitios Holdings Limited Partnership

Dear Sir or Madam:

Enclosed please find the original and one copy of Certificate of Limited Partnership and Affidavit of Capital Contributions, together with a check in the amount of \$1,785.00. This represents the cost of the Filing Fees, Certified Copy and Certificate of Limited Partnership and Fee for Registered Agent Designation for the above-named limited partnership.

Very truly yours,

Darrell Williams
As President, WMS Investments, Inc.
General Partner

FILED
01 JUN 11 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Availability	As President, WMS Investments, Inc. General Partner
Document Examiner	Enclosures DCC
Updater	DCC
Notary	check stapled here DCC
Acknowledgement	DCC
Notary	DCC

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\$345,000.00

CERTIFICATE OF LIMITED PARTNERSHIP

of

SITIOS HOLDINGS LIMITED PARTNERSHIP

The undersigned general partner, a natural person competent to contract, hereby forms a limited partnership under the laws of the State of Florida.

ARTICLE I – LIMITED PARTNERSHIP NAME

The name of the limited partnership is Sitios Holdings Limited Partnership.

ARTICLE II –PURPOSE

The limited partnership is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III – BUSINESS ADDRESS OF LIMITED PARTNERSHIP

The business address of the limited partnership shall be as follows:

140 Chippewa Avenue
Tampa, FL 33606

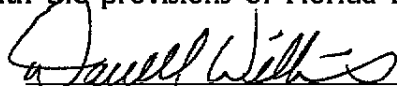
ARTICLE IV – REGISTERED AGENT

The name and street address of the Initial Registered Office and Agent of this limited partnership is:

Darrell Williams
140 Chippewa Avenue
Tampa, FL 33606

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated limited partnership at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



Darrell Williams, Registered Agent

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TALLAHASSEE, FLORIDA

ARTICLE V – MAILING ADDRESS OF LIMITED PARTNERSHIP

The limited partnership's principal office and mailing address shall be as follows:

140 Chippewa Avenue
Tampa, FL 33606

ARTICLE VI – DATE OF DISSOLUTION OF LIMITED PARTNERSHIP

The latest date upon which the Limited Partnership is to be dissolved is June 1, 2050.

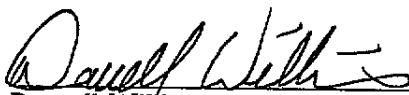
ARTICLE VII – NAME OF GENERAL PARTNER

WMS Investments, Inc. *PO1000051993*
140 Chippewa Avenue
Tampa, FL 33606

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 1st day of June, 2001.

Signature of all general partners:



Darrell Williams, as President of
WMS Investments, Inc., General Partner

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR
FLORIDA LIMITED PARTNERSHIP

The undersigned, constituting all of the general partners of Sitios Holdings Limited Partnership, a Florida Limited Partnership, certify:

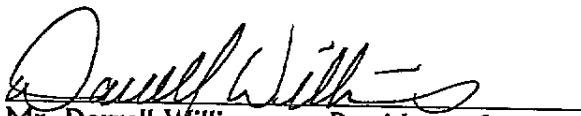
The amount of capital contributions to date of the limited partners is \$ -0-

The total amount contributed and anticipated to be contributed by the limited partners, at this time, totals \$345,000.00.

Signed this 1st day of June, 2001

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.


Mr. Darrell Williams, as President of
WMS Investments, Inc., General Partner

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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